

राष्ट्रीय केमिकल्स एण्ड
फर्टिलाइजर्स लिमिटेड

(भारत सरकार का उपक्रम)
साथ बढ़ें समृद्धि की ओर



**RASHTRIYA CHEMICALS AND
FERTILIZERS LTD.**

(A Government of India Undertaking)
Let us grow together

दिव्येश एम. सती
कंपनी सचिव

DIVYESH M. SATI
COMPANY SECRETARY

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

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

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

RCF/CS/Stock Exchanges /2015

29th August, 2015

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai - 400 001.

Sir,

Sub : Outcome of the 37th Annual General Meeting- Clause 35A of the Listing Agreement

This is to inform you that the 37th Annual General Meeting (AGM) of the Company was held on Thursday, 27th August, 2015 at 3.00 p.m. at "Sivaswamy Auditorium", The Fine Arts Society, Fine Arts Chowk, RC Marg, Chembur, Mumbai 400 071.

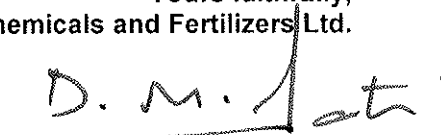
Disclosure pursuant to Clause 35A of the Listing Agreement pertaining to outcome of the AGM is enclosed herewith as **Annexure 'A'**. The above results are uploaded on the website of the Company (www.rcfltd.com) as well as on the website of Central Depository Services (India) Limited (www.evotingindia.com).

Consolidated Report of the Scrutinizer on remote e-voting and voting through physical ballot papers at the AGM is also enclosed herewith as **Annexure 'B'**.

This is for your kind information and record.

Thanking you,

Yours faithfully,
For Rashtriya Chemicals and Fertilizers Ltd.


[D.M. Sati]
Company Secretary

Encl: a./a.

SUBMISSION OF VOTING RESULTS IN RELATION TO 37TH ANNUAL GENERAL MEETING OF THE COMPANY AS PER CLAUSE 35A OF THE LISTING AGREEMENT

1.	Date of the AGM	27 th August, 2015
2.	Total Number of Shareholders on record date	84186
3.	No. of Shareholders present in the meeting either in person or proxy	
	Promoter and Promoters Group	1
	Public	139
4.	No. of Shareholders attended the meeting through Video Conferencing :	Not Applicable
	Promoter and Promoter Group	Not Applicable
	Public	Not Applicable
5.	Mode of Voting (for all resolutions)	Remote e-voting and Physical Ballot Paper at AGM

Agenda wise results of all resolutions of AGM Notice

RESOLUTION NO.1 : ADOPTION OF THE AUDITED FINANCIAL STATEMENTS (STANDALONE AND CONSOLIDATED) OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2015, INCLUDING PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 AND BALANCE SHEET AS AT THAT DATE TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITORS THEREON.

Promoter /Public	Number of Shares held (1)	Number of Valid Votes cast (2)	% of Valid Votes cast on Outstanding shares (3)	Number of Valid Votes in favour (4)	Number of Valid Votes Against (5)	% of Valid Votes in favour on Votes cast (6)	% of Valid Votes Against on Votes cast (7)
Mode of Voting: (E-voting)							
Promoter and Promoter Group	441353888	441353888	100.0000	441353888	0	100.0000	0.0000
Public Institutional Holders	52165552	33081791	63.4169	33081791	0	100.0000	0.0000
Public-Others	58168660	1520527	2.6140	1520327	200	99.9868	0.0132
Total(A)	551688100	475956206	86.2727	475956006	200	100.0000	0.0000
Mode of Voting: (Poll)							
Promoter and Promoter Group	441353888	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	52165552	0	0.0000	0	0	0.0000	0.0000
Public-Others	58168660	21326	0.0367	21326	0	100.0000	0.0000
Total(B)	551688100	21326	0.0039	21326	0	100.0000	0.0000
Result (A+B)	551688100	475977532	86.2766	475977332	200	100.0000	0.0000



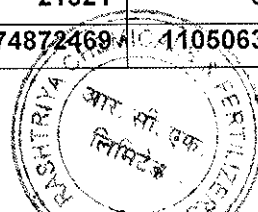
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RESOLUTION NO. 2: DECLARATION OF DIVIDEND

Promoter /Public	Number of Shares held (1)	Number of Valid Votes cast (2)	% of Valid Votes cast on Outstanding shares (3)	Number of Valid Votes in favour (4)	Number of Valid Votes Against (5)	% of Valid Votes in favour on Votes cast (6)	% of Valid Votes Against on Votes cast (7)
Mode of Voting: (E-voting)							
Promoter and Promoter Group	441353888	441353888	100.0000	441353888	0	100.0000	0.0000
Public Institutional Holders	52165552	33081791	63.4169	33081791	0	100.0000	0.0000
Public-Others	58168660	1520527	2.6140	1520327	200	99.9868	0.0132
Total(A)	551688100	475956206	86.2727	475956006	200	100.0000	0.0000
Mode of Voting: (Poll)							
Promoter and Promoter Group	441353888	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	52165552	0	0.0000	0	0	0.0000	0.0000
Public-Others	58168660	21326	0.0367	17826	3500	83.5881	16.4119
Total(B)	551688100	21326	0.0039	17826	3500	83.5881	16.4119
Result (A+B)	551688100	475977532	86.2766	475973832	3700	99.9992	0.0008

RESOLUTION NO.3 : FIXATION OF THE REMUNERATIONS OF THE STATUTORY AUDITORS

Promoter /Public	Number of Shares held (1)	Number of Valid Votes cast (2)	% of Valid Votes cast on Outstanding shares (3)	Number of Valid Votes in favour (4)	Number of Valid Votes Against (5)	% of Valid Votes in favour on Votes cast (6)	% of Valid Votes Against on Votes cast (7)
Mode of Voting: (E-voting)							
Promoter and Promoter Group	441353888	441353888	100.0000	441353888	0	100.0000	0.0000
Public Institutional Holders	52165552	33081791	63.4169	32106933	974858	97.0532	2.9468
Public-Others	58168660	1520527	2.6140	1390327	130200	91.4372	8.5628
Total(A)	551688100	475956206	86.2727	474851148	1105058	99.7678	0.2322
Mode of Voting: (Poll)							
Promoter and Promoter Group	441353888	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	52165552	0	0.0000	0	0	0.0000	0.0000
Public-Others	58168660	21326	0.0367	21321	5	99.9766	0.0234
Total(B)	551688100	21326	0.0039	21321	5	99.9766	0.0234
Result (A+B)	551688100	475977532	86.2766	474872469	1105063	99.7678	0.2322



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RESOLUTION NO.4 : APPOINTMENT OF SHRI SHAM LAL GOYAL (DIN: 03342782) AS DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT

Promoter /Public	Number of Shares held (1)	Number of Valid Votes cast (2)	% of Valid Votes cast on Outstanding shares (3)	Number of Valid Votes in favour (4)	Number of Valid Votes Against (5)	% of Valid Votes in favour on Votes cast (6)	% of Valid Votes Against on Votes cast (7)
Mode of Voting: (E-voting)							
Promoter and Promoter Group	441353888	441353888	100.0000	441353888	0	100.0000	0.0000
Public Institutional Holders	52165552	33081791	63.4169	31449284	1632507	95.0652	4.9348
Public-Others	58168660	1520527	2.6140	998334	522193	65.6571	34.3429
Total(A)	551688100	475956206	86.2727	473801506	2154700	99.5473	0.4527
Mode of Voting: (Poll)							
Promoter and Promoter Group	441353888	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	52165552	0	0.0000	0	0	0.0000	0.0000
Public-Others	58168660	21326	0.0367	17826	3500	83.5881	16.4119
Total(B)	551688100	21326	0.0039	17826	3500	83.5881	16.4119
Result (A+B)	551688100	475977532	86.2766	473819332	2158200	99.5466	0.4534

RESOLUTION NO.5 : APPOINTMENT OF SHRI C. M. T. BRITTO (DIN:02449069) AS DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT

Promoter /Public	Number of Shares held (1)	Number of Valid Votes cast (2)	% of Valid Votes cast on Outstanding shares (3)	Number of Valid Votes in favour (4)	Number of Valid Votes Against (5)	% of Valid Votes in favour on Votes cast (6)	% of Valid Votes Against on Votes cast (7)
Mode of Voting: (E-voting)							
Promoter and Promoter Group	441353888	441353888	100.0000	441353888	0	100.0000	0.0000
Public Institutional Holders	52165552	33081791	63.4169	31449284	1632507	95.0652	4.9348
Public-Others	58168660	1520527	2.6140	999247	521280	65.7171	34.2829
Total(A)	551688100	475956206	86.2727	473802419	2153787	99.5475	0.4525
Mode of Voting: (Poll)							
Promoter and Promoter Group	441353888	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	52165552	0	0.0000	0	0	0.0000	0.0000
Public-Others	58168660	21326	0.0367	21326	0	100.0000	0.0000
Total(B)	551688100	21326	0.0039	21326	0	100.0000	0.0000
Result (A+B)	551688100	475977532	86.2766	473823745	2153787	99.5475	0.4525

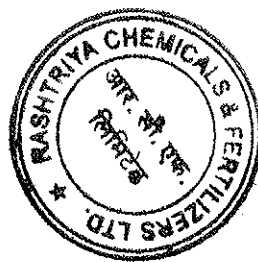
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RESOLUTION NO.6 : RATIFICATION OF THE REMUNERATION PAYABLE TO M/S. V. J. TALATI & CO., AND SHRI SURESH D. SHENOY, AS COST AUDITORS OF THE COMPANY

Promoter /Public	Number of Shares held (1)	Number of Valid Votes cast (2)	% of Valid Votes cast on Outstanding shares (3)	Number of Valid Votes in favour (4)	Number of Valid Votes Against (5)	% of Valid Votes in favour on Votes cast (6)	% of Valid Votes Against on Votes cast (7)
Mode of Voting: (E-voting)							
Promoter and Promoter Group	441353888	441353888	100.0000	441353888	0	100.0000	0.0000
Public Institutional Holders	52165552	33081791	63.4169	33081791	0	100.0000	0.0000
Public-Others	58168660	1520527	2.6140	1519512	1015	99.9332	0.0668
Total(A)	551688100	475956206	86.2727	475955191	1015	99.9998	0.0002
Mode of Voting: (Poll)							
Promoter and Promoter Group	441353888	0	0.0000	0	0	0.0000	0.0000
Public Institutional Holders	52165552	0	0.0000	0	0	0.0000	0.0000
Public-Others	58168660	21326	0.0367	21321	5	99.9766	0.0234
Total(B)	551688100	21326	0.0039	21321	5	99.9766	0.0234
Result (A+B)	551688100	475977532	86.2766	475976512	1020	99.9998	0.0002

Based on the above, all resolutions as set out in Notice of 37th Annual General Meeting have been passed by the Members with requisite majority.

For Rashtriya Chemicals and Fertilizers Limited



(Handwritten Signature)

(R. G. Rajan)

Chairman and Managing Director

Date: 29th August, 2015
Place: Mumbai

Designated Partners
CS Bhumitra V. Dholakia
 B.A., L.L.B., C.A.I.I.B., F.C.S.
CS Nrupang B Dholakia
 B.Com., A.C.S., L.L.B.(Gen.) D.C.L., E.P.CORP

DHOLAKIA
& ASSOCIATES LLP
COMPANY SECRETARIES

Combined Report of Scrutinizer for Remote e-Voting and Poll

To,

Mr. R. G. Rajan

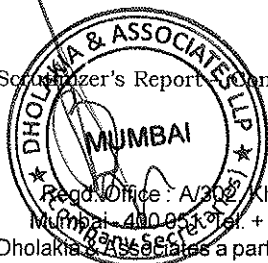
The Chairperson of 37th Annual General Meeting of Rashtriya Chemicals and Fertilizers Limited
 Held on Thursday, the 27th August, 2015 at 3.00 p.m. at "Sivaswamy Auditorium", The Fine Arts Society, Fine Arts Chowk, RC Marg, Chembur, Mumbai - 400 071.

Dear Sir,

I, **CS Bhumitra V. Dholakia, Designated Partner of M/s. Dholakia & Associates LLP, Company Secretaries** was appointed as a Scrutinizer by the Board of Directors of **Rashtriya Chemicals and Fertilizers Limited ("the Company")** vide Letter dated 14th July, 2015 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014 to scrutinize the electronic voting (Remote e-Voting) and the Poll Process for the resolutions contained in the Notice of 37th Annual General Meeting ("the Meeting") of the Company, submit my combined report as under:

1. The Management of the Company is responsible for the compliance of Sections 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favour or against for respective Resolution.
2. After the time fixed for the poll by the Chairperson, one (1) empty ballot box kept for polling was locked in the presence of my partner and members who were present.
3. The locked ballot box was subsequently opened in the presence of my authorized representatives and in the presence of Mr. Prashant B. Kirtikar and Mr. Mahesh B. Yadav who are not in the employment of the Company (**Declaration attached**). The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and M/s. Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorizations and proxies lodged with the Company.
4. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
5. The Remote e-Voting commenced on August 23, 2015 (9:00 am IST) and was closed on August 26, 2015 (5.00 pm IST).

Scrutinizer's Report - Combined (Remote e-Voting and Poll) - Rashtriya Chemicals and Fertilizers Limited - 37th AGM
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6. The Remote e-Voting Result was unblocked at Mumbai from the website of M/s. Central Depository Services (India) Limited i.e. www.evotingindia.com after votes cast by Poll at the Meeting was counted by me and the Excel File containing the Result was opened in the presence of Mr. Mahesh B. Yadav and Mr. Nikhil Sarfare who are not in the employment of the Company. **(Declaration attached)**
7. The Votes cast by Corporate/Institutional Members who have uploaded the scanned certified true copy of the Board Resolution/Authority Letter, etc. on the website www.evotingindia.com have been considered valid.
8. **The Combined Result (Remote e-Voting + Poll) is as under :**

- (a) **Item No 1: To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended 31st March, 2015, including Profit & Loss Statement for the year ended 31st March, 2015 and Balance Sheet as at that date together with the Reports of Directors and Auditors thereon.**

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	58	47,59,56,206
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	58	47,59,56,206
B. Poll		
Total Votes received by Poll	58	28,854
Less: Total Number of Invalid Votes	3	7,528
Total Number of Valid Votes	55	21,326
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	116	47,59,85,060
Less: Total Number of Invalid Votes	3	7,528
Total Number of Valid Votes	113	47,59,77,532



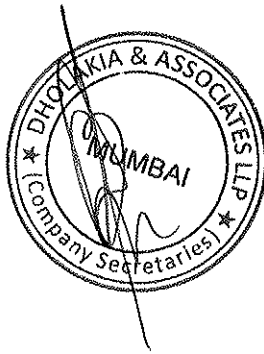
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(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
57	47,59,56,006	99.99996
B. Poll		
55	21,326	100
C. Combined (A+B)		
112	47,59,77,332	99.99996

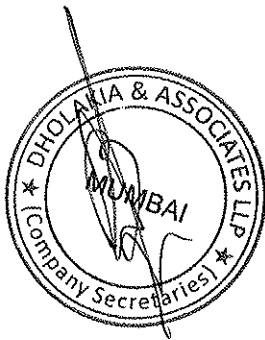
(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
1	200	0.00004
B. Poll		
NIL	NIL	NIL
C. Combined (A+B)		
1	200	0.00004



(b) Item No 2: To declare Dividend.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	58	47,59,56,206
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	58	47,59,56,206
B. Poll		
Total Votes received by Poll	58	28,854
Less: Total Number of Invalid Votes	3	7,528
Total Number of Valid Votes	55	21,326
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	116	47,59,85,060
Less: Total Number of Invalid Votes	3	7,528
Total Number of Valid Votes	113	47,59,77,532



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(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
57	47,59,56,006	99.99996
B. Poll		
54	17,826	83.59
C. Combined (A+B)		
111	47,59,73,832	99.99922

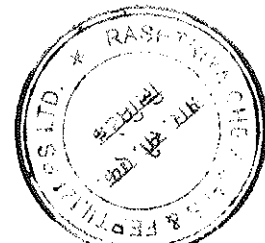
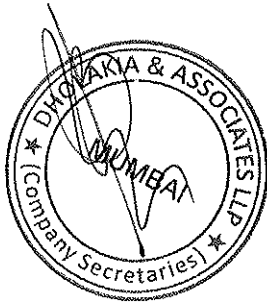
(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
1	200	0.00004
B. Poll		
1	3,500	16.41
C. Combined (A+B)		
2	3,700	0.00078



(c) Item No 3: To fix remuneration of Auditors.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	58	47,59,56,206
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	58	47,59,56,206
B. Poll		
Total Votes received by Poll	58	28,854
Less: Total Number of Invalid Votes	3	7,528
Total Number of Valid Votes	55	21,326
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	116	47,59,85,060
Less: Total Number of Invalid Votes	3	7,528
Total Number of Valid Votes	113	47,59,77,532

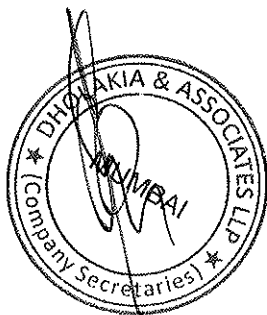


(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
54	47,48,51,148	99.77
B. Poll		
54	21,321	99.98
C. Combined (A+B)		
108	47,48,72,469	99.77

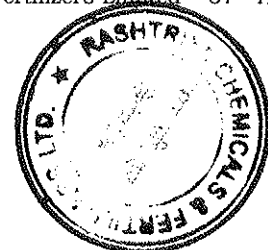
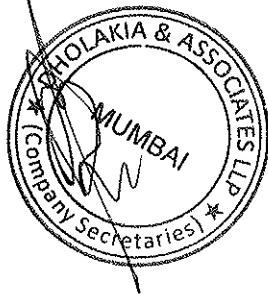
(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
4	11,05,058	0.23
B. Poll		
1	5	0.02
C. Combined (A+B)		
5	11,05,063	0.23



(d) Item No 4: To appoint a Director in place of Shri Sham Lal Goyal (DIN: 03342782), Director who retires by rotation and being eligible, offers himself for reappointment.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	58	47,59,56,206
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	58	47,59,56,206
B. Poll		
Total Votes received by Poll	58	28,854
Less: Total Number of Invalid Votes	3	7,528
Total Number of Valid Votes	55	21,326
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	116	47,59,85,060
Less: Total Number of Invalid Votes	3	7,528
Total Number of Valid Votes	113	47,59,77,532

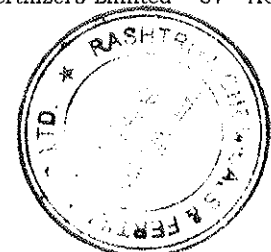
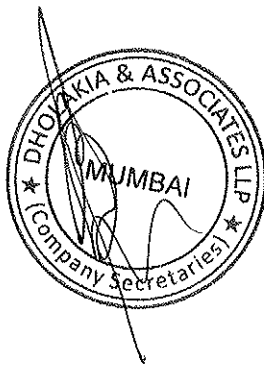


(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
49	47,38,01,506	99.55
B. Poll		
54	17,826	83.59
C. Combined (A+B)		
103	47,38,19,332	99.55

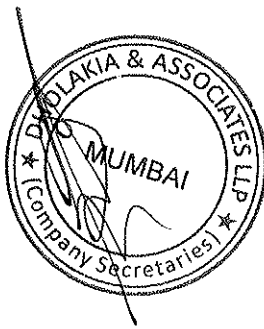
(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
9	21,54,700	0.45
B. Poll		
1	3,500	16.41
C. Combined (A+B)		
10	21,58,200	0.45



(e) Item No 5: To appoint a Director in place of Shri C. M. T. Britto (DIN: 02449069), Director who retires by rotation and being eligible, offers himself for reappointment.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	58	47,59,56,206
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	58	47,59,56,206
B. Poll		
Total Votes received by Poll	58	28,854
<u>Less:</u> Total Number of Invalid Votes	3	7,528
Total Number of Valid Votes	55	21,326
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	116	47,59,85,060
<u>Less:</u> Total Number of Invalid Votes	3	7,528
Total Number of Valid Votes	113	47,59,77,532



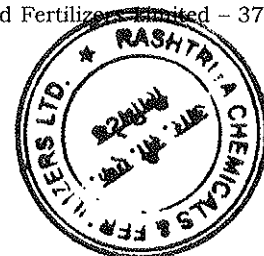
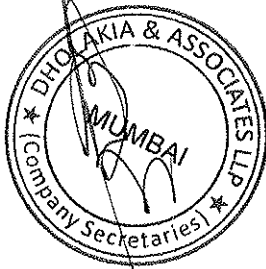
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(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
50	47,38,02,419	99.55
B. Poll		
55	21,326	100
C. Combined (A+B)		
105	47,38,23,745	99.55

(ii) Voted against the resolution:

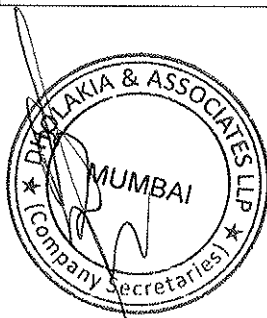
Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
8	21,53,787	0.45
B. Poll		
NIL	Nil	NIL
C. Combined (A+B)		
8	21,53,787	0.45



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(f) Item No 6: To ratify the remuneration payable to M/s. V.J Talati & Co. and Shri Suresh D. Shenoy, Cost Auditors of the Company.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	58	47,59,56,206
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	58	47,59,56,206
B. Poll		
Total Votes received by Poll	58	28,854
Less: Total Number of Invalid Votes	3	7,528
Total Number of Valid Votes	55	21,326
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	116	47,59,85,060
Less: Total Number of Invalid Votes	3	7,528
Total Number of Valid Votes	113	47,59,77,532



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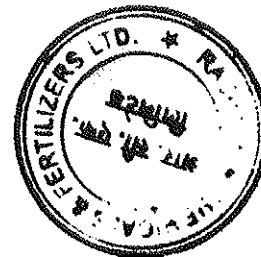
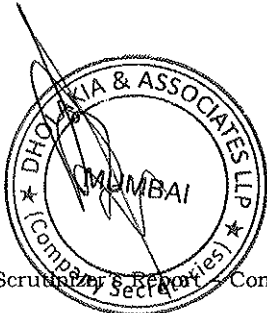
(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
55	47,59,55,191	99.9998
B. Poll		
54	21,321	99.98
C. Combined (A+B)		
109	47,59,76,512	99.9998

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
3	1,015	0.0002
B. Poll		
1	5	0.02
C. Combined (A+B)		
4	1,020	0.0002

9. A Compact Disc (CD) containing a list of equity shareholders who voted by Poll at the Meeting and who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.
10. The aforesaid Combined Report is tabulated on the basis of Acceptance and Rejection and Report on Invalid Remote e-Voting Votes and Poll Papers provided in the Annexure attached herewith which forms an integral part of this Report.
11. The poll papers and all other relevant records were sealed and handed over to Mr. D. M. Sati, Company Secretary of the Company authorized by the Board for safe keeping.
12. You may accordingly declare the result of the Remote e-Voting and Poll.


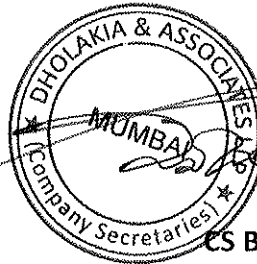


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13. The Register of Remote e-Voting will be e-mailed to the Chairperson and the Company Secretary of the Company after the Chairperson considers, approves and signs the minutes of the Annual General Meeting in compliance with Rule 20(4)(xv) of Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully,

CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 977 CP No: 507

Place : Mumbai

Date : 29th August, 2015



ANNEXURE**A. BASIS OF ACCEPTANCE****I. VOTING THROUGH ELECTRONIC MODE:**

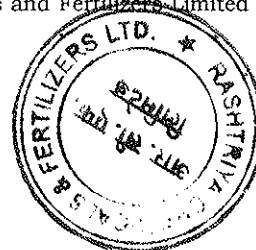
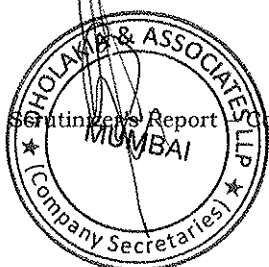
1. Member has voted only through Remote e-Voting i.e. electronic mode.

II. PHYSICAL POLL FORM:

2. The assent or dissent has been given by any other mark, the Poll Paper has been considered.
3. Joint shareholder(s) has/ have signed the Poll Paper instead of first named shareholder; the vote(s) cast by the joint named shareholders has/have been considered.
4. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
5. Shareholder has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.
6. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.
7. If the Shareholder has voted both in Remote e-Voting and Poll, then Voting done through Remote e-Voting has been considered and Voting done through Poll has been treated as Invalid.

B. BASIS OF REJECTION**I. VOTING THROUGH ELECTRONIC MODE:**

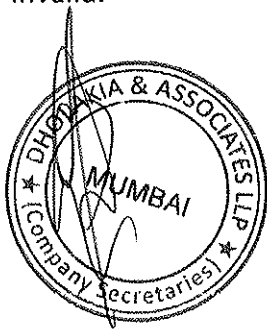
1. Corporate / Institutional Members (other than Individuals, HUF, NRI etc.) who have not uploaded the scanned copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc. on the website www.evotingindia.com have been considered valid.
2. Board Resolution / Authority Letter / Power of Attorney, etc. do not grant power in favour of the person who has exercised voting right.



M

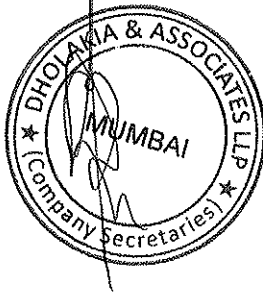
II. PHYSICAL POLL FORM:

3. Shareholder has not put any mark on either assent or dissent.
4. Poll paper is not signed.
5. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Poll Papers.
6. The specimen signature of the beneficial owner is not provided to the Registrar and Share Transfer Agent by the Depositories and consequently there is no way to verify the signature with the specimen.
7. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
8. In case where a Poll Paper has been signed by Authorised Signatory / Power of Attorney Holder and certified true copy of Board Resolution / Power of Attorney / Letter of Authority not provided to the Company / Registrar and Share Transfer Agent.
9. The Poll Paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizers to identify either the Member or the number of votes.
10. If both Shareholder and Proxy have signed and deposited the Poll Paper, the Poll Paper of the Proxy has been rejected and treated as invalid.
11. If the Name of the Person is not found in the Register of Members or Proxy Register or as an Authorised Representative of the Body Corporate, the Poll Paper has been rejected and treated as invalid.
12. If the Identity of the Person Voting is not known and there is no other way to trace his/her Identity due to incomplete Poll Paper, then the Poll paper has been rejected and treated as invalid.
13. If the Shareholder has voted both in Remote e-Voting and Poll, then Voting done through Remote e-Voting has been considered and voting done through Poll has been treated as Invalid.



C. REPORT FOR INVALID ELECTRONIC VOTES AND POLL PAPERS.**i. For Item No. 1:**

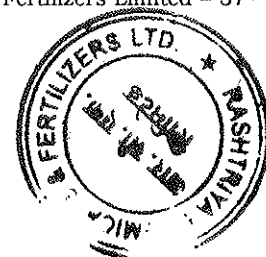
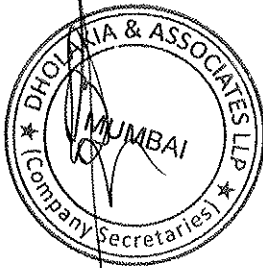
Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each
I. ELECTRONIC VOTES			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	NIL	NIL
2.	Abstained from Voting.	NIL	NIL
SUB-TOTAL - I		NIL	NIL
II. PHYSICAL POLL FORM:			
3.	No votes polled.	2	7,503
4.	Signature mismatch.	1	25
SUB-TOTAL - II		3	7528
TOTAL (I + II)		3	7528



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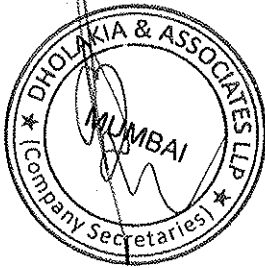
ii. For Item No. 2:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each
I. ELECTRONIC VOTES			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	NIL	NIL
2.	Abstained from Voting.	NIL	NIL
SUB-TOTAL - I		NIL	NIL
II. PHYSICAL POLL FORM:			
3.	No votes polled.	2	7,503
4.	Signature mismatch.	1	25
SUB-TOTAL - II		3	7,528
TOTAL (I + II)		3	7,528



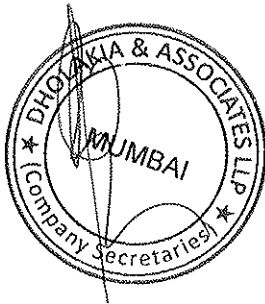
iii. For Item No. 3:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each
I. ELECTRONIC VOTES			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	NIL	NIL
2.	Abstained from Voting.	NIL	NIL
SUB-TOTAL - I		NIL	NIL
II. PHYSICAL POLL FORM:			
3.	No votes polled.	2	7,503
4.	Signature mismatch.	1	25
SUB-TOTAL - II		3	7,528
TOTAL (I + II)		3	7,528



iv. For Item No. 4:

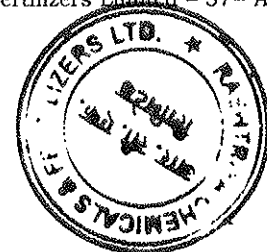
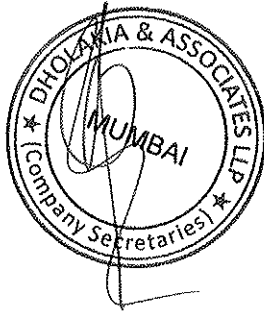
Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
I. ELECTRONIC VOTES			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	NIL	NIL
2.	Abstained from Voting.	NIL	NIL
SUB-TOTAL - I		NIL	NIL
II. PHYSICAL POLL FORM:			
3.	No votes polled.	2	7,503
4.	Signature mismatch.	1	25
SUB-TOTAL - II		3	7,528
TOTAL (I + II)		3	7,528



Handwritten signature/initials

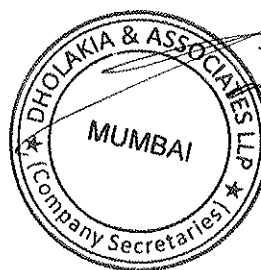
v. For Item No. 5:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each
I. ELECTRONIC VOTES			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	NIL	NIL
2.	Abstained from Voting.	NIL	NIL
SUB-TOTAL - I		NIL	NIL
II. PHYSICAL POLL FORM:			
3.	No votes polled.	2	7,503
4.	Signature mismatch.	1	25
SUB-TOTAL - II		3	7,528
TOTAL (I + II)		3	7,528



vi. For Item No. 6:

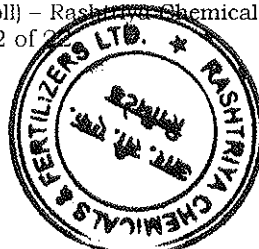
Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each
I. ELECTRONIC VOTES			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	NIL	NIL
2.	Abstained from Voting.	NIL	NIL
SUB-TOTAL - I		NIL	NIL
II. PHYSICAL POLL FORM:			
3.	No votes polled.	2	7,503
4.	Signature mismatch.	1	25
SUB-TOTAL - II		3	7,528
TOTAL (I + II)		3	7,528



Bhumi V. Dholakia
 CS Bhumitra V. Dholakia
 Designated Partner
 Dholakia & Associates LLP
 (Company Secretaries)
 FCS: 977 CP No: 507

Place : Mumbai

Date : 29th August, 2015



M. J. Jadhav
M. J. Jadhav

TO WHOMSOEVER IT MAY CONCERN

We, Prashant B. Kirtikar and Mahesh B. Yedav hereby state that the Polling Box, in which Equity Shareholders of **Rashtriya Chemicals and Fertilizers Limited ("the Company")** cast their vote by way of Poll at the 37th Annual General Meeting of the Company held on Thursday, the 27th August, 2015 at 3.00 p.m. at "Sivaswamy Auditorium", The Fine Arts Society, Fine Arts Chowk, RC Marg, Chembur, Mumbai - 400 071, was opened in our presence as required under Rule 21(1)(f) of Companies (Management and Administration) Rules, 2014 and the same was in sealed condition and without any tampering.

Witness 1

Name: Prashant B Kirtikar


Address: 88/71, B.D.D colony, D.N. Walcar's Marg,
Worli, Mumbai - 400018

Signature: 

Witness 2

Name: Mahesh B. Yedav

Address: Shree Shiddi Virayak chawl, Rms Naga, Rawate
Co-3, T.P. Road, Bhandup (W.)

Signature: 


TO WHOMSOEVER IT MAY CONCERN

We, Mahesh B. Yedkar and Nikhil Sarfare hereby state that the Excel Sheet containing the Results of e-Voting of **Rashtriya Chemicals and Fertilizers Limited ("the Company")** for the 37th Annual General Meeting of the Company held on Thursday, the 27th August, 2015 at 3.00 p.m. at "Sivaswamy Auditorium", The Fine Arts Society, Fine Arts Chowk, RC Marg, Chembur, Mumbai - 400 071 was unblocked from the website of M/s. Central Depository Services (India) Limited i.e. www.evotingindia.com and opened in our presence as required under Rule 20(3)(xi) of Companies (Management and Administration) Rules, 2014.

Witness 1

Name: Mahesh Beem Yedkar

Address: Shree Shridalivinyate Chowk, Ram Nagar
Rewate Co-3, T.P. Road, Bhandup (W.)

Signature: 

Witness 2

Name: Nikhil Sarfare

Address: Tulsi colony, Katemarniveeli,
Kalyan (E)

Signature: 