

राष्ट्रीय केमिकल्स एण्ड  
फर्टिलाइजर्स लिमिटेड

(भारत सरकार का उपक्रम)  
साथ बढें समृद्धि की ओर



**RASHTRIYA CHEMICALS AND  
FERTILIZERS LTD.**

(A Government of India Undertaking)

*Let us grow together*

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

दिव्येश एम. सती

कंपनी सचिव

**DIVYESH M. SATI**  
COMPANY SECRETARY

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

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

RCF/CS/Stock Exchanges /2016

24<sup>th</sup> September, 2016

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.
<b>Script Code: 524230</b>	<b>Script Code: RCF EQ</b>

Dear Sir/Madam,

**Sub: Voting Results of 38th Annual General Meeting(AGM) held on 23<sup>rd</sup> September, 2016**

Pursuant to Regulation 44 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith results of voting (both remote e-voting as well as physical voting at AGM venue) in the prescribed format for the resolutions proposed at the 38<sup>th</sup> AGM held on 23<sup>rd</sup> September, 2016.

The resolutions have been passed by the shareholders with requisite majority. The result of the voting is also being hosted on the website of the Company, i.e. [www.rcfltd.com](http://www.rcfltd.com) and website of the agency i.e. [www.evotingindia.com](http://www.evotingindia.com).

This is for kind your information and record

Yours faithfully,  
For Rashtriya Chemicals and Fertilizers Limited

(Divyesh M. Sati)  
Company Secretary

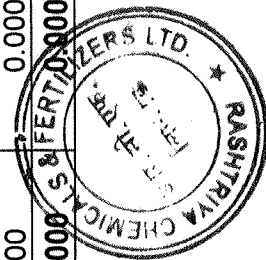
Encl: a./a.

**SUBMISSION OF VOTING RESULTS IN RELATION TO 38<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY AS PER REGULATION 44(3) OF SEBI(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

1.	Date of the AGM	23 <sup>rd</sup> September, 2016
2.	Total Number of Shareholders on record date	93,256
3.	No. of Shareholders present in the meeting either in person or proxy	
	Promoter and Promoters Group	1
	Public	171
4.	No. of Shareholders attended the meeting through Video Conferencing :	
	Promoter and Promoter Group	Not Applicable
	Public	Not Applicable

**Agenda wise disclosure**

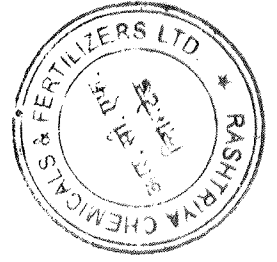
Resolution Required : (Ordinary)		Resolution No. 1 - To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended 31st March, 2016, including Profit & Loss Statement for the year ended 31st March, 2016 and Balance Sheet as at that date together with the Reports of Directors and Auditors thereon.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	441353888	441353888	100.0000	441353888	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>441353888</b>	<b>100.0000</b>	<b>441353888</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	42319426	33936623	80.1916	33936623	0	100.0000	0.0000
	Poll		972362	2.2977	972362	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34908985</b>	<b>82.4893</b>	<b>34908985</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



Public Non Institutions	E-Voting	42383	0.0623	42006	377	99.1105	0.8895
	Poll	35837	0.0527	35733	104	99.7098	0.2902
	Postal Ballot	0	0.0000	0	0	0.0000	0.0000
<b>Total</b>	<b>Total</b>	<b>78220</b>	<b>0.1150</b>	<b>77739</b>	<b>481</b>	<b>99.3851</b>	<b>0.6149</b>
		<b>476341093</b>	<b>86.3425</b>	<b>476340612</b>	<b>481</b>	<b>99.9999</b>	<b>0.0001</b>

Resolution No. 2 – To declare dividend

Resolution Required : (Ordinary)		Resolution No. 2 – To declare dividend						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3] = {[2]/[1]}*100	[4]	[5]	[6] = {[4]/[2]}*100	[7] = {[5]/[2]}*100
Promoter and Promoter Group	E-Voting	441353888	441353888	100.0000	441353888	0	100.0000	0.0000
	Poll	441353888	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	441353888	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>441353888</b>	<b>441353888</b>	<b>100.0000</b>	<b>441353888</b>	<b>0</b>	<b>100.0000</b>
Public Institutions	E-Voting	33936623	33936623	80.1916	33936623	0	100.0000	0.0000
	Poll	972362	972362	2.2977	972362	0	100.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34908985</b>	<b>34908985</b>	<b>82.4893</b>	<b>34908985</b>	<b>0</b>	<b>100.0000</b>
Public Non Institutions	E-Voting	42383	42383	0.0623	42206	177	99.5824	0.4176
	Poll	35935	35935	0.0528	35931	4	99.9889	0.0111
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>78318</b>	<b>78137</b>	<b>0.1151</b>	<b>78137</b>	<b>181</b>	<b>99.7689</b>
<b>Total</b>		<b>551688100</b>	<b>476341191</b>	<b>86.3425</b>	<b>476341010</b>	<b>181</b>	<b>100.0000</b>	<b>0.0000</b>



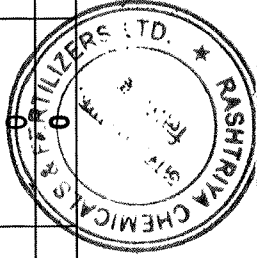
Resolution No. 3 – To fix remuneration of Auditors

Resolution Required : (Ordinary)		Resolution No. 3 – To fix remuneration of Auditors						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	Poll	441353888	441353888	100.0000	441353888	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>441353888</b>	<b>100.0000</b>	<b>441353888</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting							
	Poll	42319426	972362	80.1916	33114711	821912	97.5781	2.4219
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34908985</b>	<b>82.4893</b>	<b>34087073</b>	<b>821912</b>	<b>97.6456</b>	<b>2.3544</b>
Public Non Institutions	E-Voting							
	Poll	68014786	42283	0.0622	41906	377	99.1084	0.8916
	Postal Ballot		35935	0.0528	35931	4	99.9889	0.0111
	<b>Total</b>		<b>78218</b>	<b>0.1150</b>	<b>77837</b>	<b>381</b>	<b>99.5129</b>	<b>0.4871</b>
<b>Total</b>		<b>551688100</b>	<b>476341091</b>	<b>86.3425</b>	<b>475518798</b>	<b>822293</b>	<b>99.8274</b>	<b>0.1726</b>

Resolution Required : (Ordinary)

Resolution No. 4 – To appoint a Director in place of Shri Sushil Kumar Lohani (DIN: 06912948), who retires by rotation and being eligible, offers himself for reappointment.

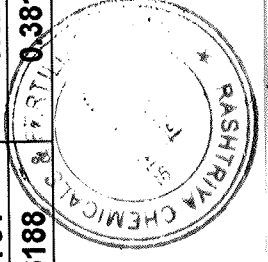
Resolution Required : (Ordinary)		Resolution No. 4 – To appoint a Director in place of Shri Sushil Kumar Lohani (DIN: 06912948), who retires by rotation and being eligible, offers himself for reappointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	Nb. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	Poll	441353888	441353888	100.0000	441353888	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>441353888</b>	<b>100.0000</b>	<b>441353888</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



Public Institutions	E-Voting	33936623	80.1916	31299284	2637339	92.2286	7.7714
	Poll	972362	2.2977	972362	0	100.0000	0.0000
	Postal Ballot	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>34908985</b>	<b>82.4893</b>	<b>32271646</b>	<b>2637339</b>	<b>92.4451</b>	<b>7.5549</b>
Public Non Institutions	E-Voting	42383	0.0623	41896	487	98.8510	1.1490
	Poll	35339	0.0520	35335	4	99.9887	0.0113
	Postal Ballot	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>77722</b>	<b>0.1143</b>	<b>77231</b>	<b>491</b>	<b>99.3683</b>	<b>0.6317</b>
<b>Total</b>		<b>476340595</b>	<b>86.3424</b>	<b>473702765</b>	<b>2637830</b>	<b>99.4462</b>	<b>0.5538</b>

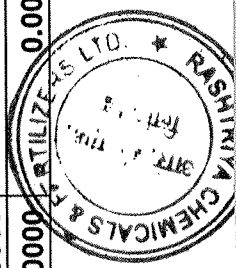
Resolution Required : (Ordinary) Resolution No. 5 – To appoint a Director in place of Shri Suresh Warrior (DIN: 06920261), who retires by rotation and being eligible, offers himself for reappointment.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares $[3]=\frac{[2]}{[1]}*100$	No. of Votes in favour	No. of Votes –Against	% of Votes in favour on votes polled $[6]=\frac{[4]}{[2]}*100$	% of Votes against on votes polled $[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	441353888	441353888	100.0000	441353888	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>441353888</b>	<b>100.0000</b>	<b>441353888</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	42319426	33936623	80.1916	32121196	1815427	94.6505	5.3495
	Poll		972362	2.2977	972362	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34908985</b>	<b>82.4893</b>	<b>33093558</b>	<b>1815427</b>	<b>94.7995</b>	<b>5.2005</b>
Public Non Institutions	E-Voting	68014786	42383	0.0623	41896	487	98.8510	1.1490
	Poll		35937	0.0528	35933	4	99.9889	0.0111
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>78320</b>	<b>0.1151</b>	<b>77829</b>	<b>491</b>	<b>99.3731</b>	<b>0.6269</b>
<b>Total</b>		<b>551688100</b>	<b>476341193</b>	<b>86.3425</b>	<b>474525275</b>	<b>1815918</b>	<b>99.6188</b>	<b>0.3812</b>



Resolution No. 6 – To appoint Shri Dharam Pal (DIN 02354549), as Director of the Company.										
Resolution Required : (Ordinary)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
No										
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled		
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100		
Promoter and Promoter Group	E-Voting		441353888	100.0000	441353888	0	100.0000	0.0000		
	Poll	441353888	0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>441353888</b>	<b>100.0000</b>	<b>441353888</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	
Public Institutions	E-Voting		33936623	80.1916	32121196	1815427	94.6505	5.3495		
	Poll	42319426	972362	2.2977	972362	0	100.0000	0.0000		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>34908985</b>	<b>82.4893</b>	<b>33093558</b>	<b>1815427</b>	<b>94.7995</b>	<b>5.2005</b>		
Public Non Institutions	E-Voting		42283	0.0622	41806	477	98.8719	1.1281		
	Poll	68014786	35937	0.0528	35933	4	99.9889	0.0111		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>78220</b>	<b>0.1150</b>	<b>77739</b>	<b>481</b>	<b>99.3851</b>	<b>0.6149</b>		
<b>Total</b>		<b>551688100</b>	<b>476341093</b>	<b>86.3425</b>	<b>474525185</b>	<b>1815908</b>	<b>99.6188</b>	<b>0.3812</b>		

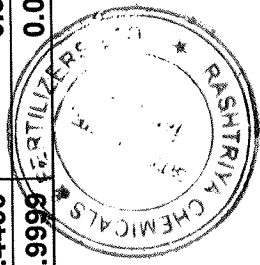
Resolution No. 7 – To appoint Shri Harin Pathak ( DIN 07552994), as an Independent Director of the Company										
Resolution Required : (Ordinary)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
No										
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled		
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100		
Promoter and Promoter Group	E-Voting		441353888	100.0000	441353888	0	100.0000	0.0000		
	Poll	441353888	0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>441353888</b>	<b>100.0000</b>	<b>441353888</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	



Public Institutions	E-Voting		33936623	80.1916	33936623	0	100.0000	0.0000
	Poll	42319426	972362	2.2977	972362	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34908985</b>	<b>82.4893</b>	<b>34908985</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		42283	0.0622	41806	477	98.8719	1.1281
	Poll	68014786	35937	0.0528	35933	4	99.9889	0.0111
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>78220</b>	<b>0.1150</b>	<b>77739</b>	<b>481</b>	<b>99.3851</b>	<b>0.6149</b>
<b>Total</b>		<b>551688100</b>	<b>476341093</b>	<b>86.3425</b>	<b>476340612</b>	<b>481</b>	<b>99.9999</b>	<b>0.0001</b>

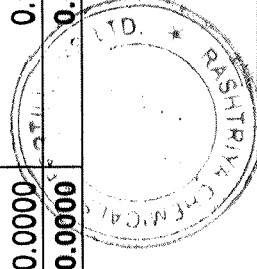
Resolution Required : ( Ordinary ) Resolution No. 8 – To appoint Shri Bharatkumar Barot ( DIN 07552993), as an Independent Director of the Company.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes in favour	No. of Votes –Against	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100
Promoter and Promoter Group	E-Voting		441353888	100.0000	441353888	0	100.0000	0.0000
	Poll	441353888	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>441353888</b>	<b>100.0000</b>	<b>441353888</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		33936623	80.1916	33936623	0	100.0000	0.0000
	Poll	42319426	972362	2.2977	972362	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34908985</b>	<b>82.4893</b>	<b>34908985</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		42283	0.0622	41856	427	98.9901	1.0099
	Poll	68014786	35937	0.0528	35933	4	99.9889	0.0111
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>78220</b>	<b>0.1150</b>	<b>77789</b>	<b>431</b>	<b>99.4490</b>	<b>0.5510</b>
<b>Total</b>		<b>551688100</b>	<b>476341093</b>	<b>86.3425</b>	<b>476340662</b>	<b>431</b>	<b>99.9999</b>	<b>0.0001</b>



Resolution Required : (Ordinary)		Resolution No. 9 – To appoint Shri G. M. Inamdar ( DIN 07552999), as an Independent Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting		441353888	100.0000	441353888	0	100.0000	0.0000
	Poll	441353888	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>441353888</b>	<b>100.0000</b>	<b>441353888</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		33936623	80.1916	33114711	821912	97.5781	2.4219
	Poll	42319426	972362	2.2977	972362	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34908985</b>	<b>82.4893</b>	<b>34087073</b>	<b>821912</b>	<b>97.6456</b>	<b>2.3544</b>
Public Non Institutions	E-Voting		42283	0.0622	41636	647	98.4698	1.5302
	Poll	68014786	35937	0.0528	35933	4	99.9889	0.0111
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>78220</b>	<b>0.1150</b>	<b>77569</b>	<b>651</b>	<b>99.1677</b>	<b>0.8323</b>
<b>Total</b>		<b>551688100</b>	<b>476341093</b>	<b>86.3425</b>	<b>475518530</b>	<b>822563</b>	<b>99.8273</b>	<b>0.1727</b>

Resolution Required : (Ordinary)		Resolution No. 10 – Approval of cost Auditor's remuneration						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting		441353888	100.0000	441353888	0	100.0000	0.0000
	Poll	441353888	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>441353888</b>	<b>100.0000</b>	<b>441353888</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

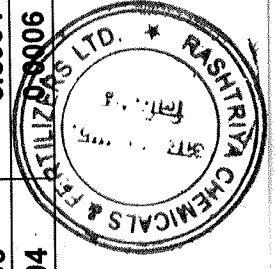




Public Institutions	E-Voting	33936623	80.1916	33936623	0	100.0000	0.0000
	Poll	972362	2.2977	972362	0	100.0000	0.0000
	Postal Ballot	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>34908985</b>	<b>82.4893</b>	<b>34908985</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	42383	0.0623	41906	477	98.8745	1.1255
	Poll	35939	0.0528	35934	5	99.9861	0.0139
	Postal Ballot	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>78322</b>	<b>0.1151</b>	<b>77840</b>	<b>482</b>	<b>99.3846</b>	<b>0.6154</b>
<b>Total</b>		<b>476341195</b>	<b>86.3425</b>	<b>476340713</b>	<b>482</b>	<b>99.9999</b>	<b>0.0001</b>

Resolution Required : (Special) Resolution No. 11 – To approve offer or invitation to subscribe to Secured Non-Convertible Debentures on private placement

Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	441353888	441353888	100.0000	441353888	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>441353888</b>	<b>100.0000</b>	<b>441353888</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	42319426	33936623	80.1916	33936623	0	100.0000	0.0000
	Poll		972362	2.2977	972362	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34908985</b>	<b>82.4893</b>	<b>34908985</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	68014786	42383	0.0623	39691	2692	93.6484	6.3516
	Poll		35939	0.0528	35584	355	99.0122	0.9878
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>78322</b>	<b>0.1151</b>	<b>75275</b>	<b>3047</b>	<b>96.1096</b>	<b>3.8904</b>
<b>Total</b>		<b>551688100</b>	<b>476341195</b>	<b>86.3425</b>	<b>476338148</b>	<b>3047</b>	<b>99.9994</b>	<b>0.0006</b>



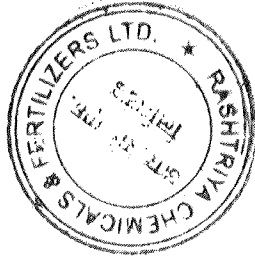
Based on the above, all resolutions as set out in Notice and addendum thereof of 38<sup>th</sup> Annual General Meeting have been passed by the Members with requisite majority.

For Rashtriya Chemicals and Fertilizers Limited



(D. M. Sati)  
Company Secretary

Date: 24<sup>th</sup> September, 2016  
Place: Mumbai



**Combined Report of Scrutinizer for Remote e-Voting and Poll**

To,

**Mr. Manoj Mishra**

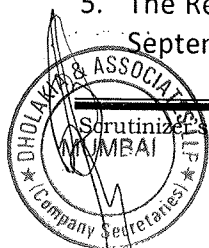
**The Chairperson of 38<sup>th</sup> Annual General Meeting of Rashtriya Chemicals and Fertilizers Limited**

Held on Friday, the 23<sup>rd</sup> September, 2016 at 3.00 p.m. at "Sivaswamy Auditorium", The Fine Arts Society, Fine Arts Chowk, RC Marg, Chembur, Mumbai - 400 071.

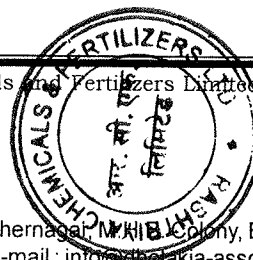
Dear Sir,

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 1<sup>st</sup> August, 2016 pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules made thereunder to scrutinize the electronic voting (Remote e-Voting) and the Poll Process for the resolutions contained in the Notice of 38<sup>th</sup> 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. Vishvesh G. Bhagat and Mr. Lalit B. Shah 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 September 19, 2016 (9:00 am IST) and was closed on September 22, 2016 (5.00 pm IST).



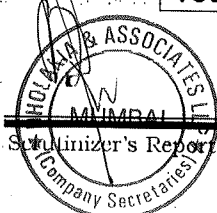
Scrutinizer's Report – Combined (Remote e-Voting and Poll) – Rashtriya Chemicals and Fertilizers Limited – 38<sup>th</sup> AGM  
Page 1 of 32



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](http://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. Vishvesh G. Bhagat and Mr. Lalit B. Shah 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](http://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 31<sup>st</sup> March, 2016, including Profit & Loss Statement for the year ended 31<sup>st</sup> March, 2016 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)
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	85	47,53,33,714
<b>Less:</b> Total Number of Invalid Votes	2	820
<b>Total Number of Valid Votes</b>	<b>83</b>	<b>47,53,32,894</b>
<b>B. Poll</b>		
Total Votes received by Poll	62	10,08,636
<b>Less:</b> Total Number of Invalid Votes	7	437
<b>Total Number of Valid Votes</b>	<b>55</b>	<b>10,08,199</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	147	47,63,42,350
<b>Less:</b> Total Number of Invalid Votes	9	1,257
<b>Total Number of Valid Votes</b>	<b>138</b>	<b>47,63,41,093</b>

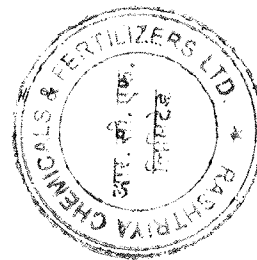
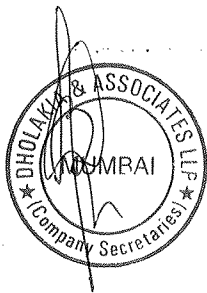


(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
80	47,53,32,517	99.99992
<b>B. Poll</b>		
52	10,08,095	99.98969
<b>C. Combined (A+B)</b>		
<b>132</b>	<b>47,63,40,612</b>	<b>99.99990</b>

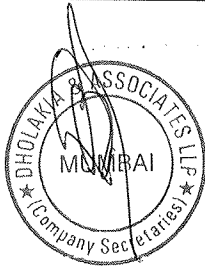
(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
3	377	0.00008
<b>B. Poll</b>		
3	104	0.01031
<b>C. Combined (A+B)</b>		
<b>6</b>	<b>481</b>	<b>0.00010</b>



**(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)
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	85	47,53,33,714
<b>Less:</b> Total Number of Invalid Votes	2	820
<b>Total Number of Valid Votes</b>	<b>83</b>	<b>47,53,32,894</b>
<b>B. Poll</b>		
Total Votes received by Poll	62	10,08,636
<b>Less:</b> Total Number of Invalid Votes	7	339
<b>Total Number of Valid Votes</b>	<b>55</b>	<b>10,08,297</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	147	47,63,42,350
<b>Less:</b> Total Number of Invalid Votes	9	1,159
<b>Total Number of Valid Votes</b>	<b>138</b>	<b>47,63,41,191</b>

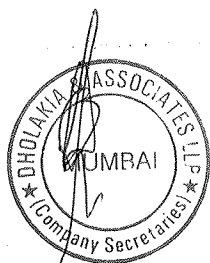


(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
81	47,53,32,717	99.99996
<b>B. Poll</b>		
53	10,08,293	99.99960
<b>C. Combined (A+B)</b>		
<b>134</b>	<b>47,63,41,010</b>	<b>99.99996</b>

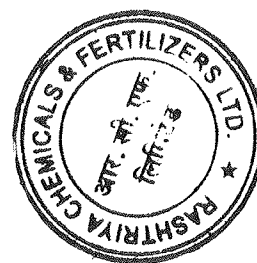
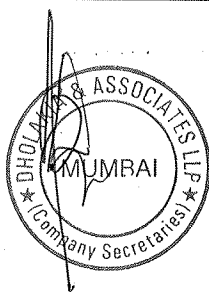
(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
2	177	0.00004
<b>B. Poll</b>		
2	4	0.00040
<b>C. Combined (A+B)</b>		
<b>4</b>	<b>181</b>	<b>0.00004</b>



(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)
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	85	47,53,33,714
<b>Less:</b> Total Number of Invalid Votes	3	920
<b>Total Number of Valid Votes</b>	<b>82</b>	<b>47,53,32,794</b>
<b>B. Poll</b>		
Total Votes received by Poll	62	10,08,636
<b>Less:</b> Total Number of Invalid Votes	7	339
<b>Total Number of Valid Votes</b>	<b>55</b>	<b>10,08,297</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	147	47,63,42,350
<b>Less:</b> Total Number of Invalid Votes	10	1,259
<b>Total Number of Valid Votes</b>	<b>137</b>	<b>47,63,41,091</b>



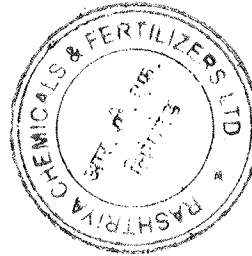
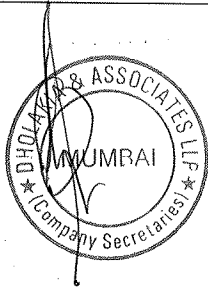


(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
77	47,45,10,505	99.82701
<b>B. Poll</b>		
53	10,08,293	99.99960
<b>C. Combined (A+B)</b>		
130	47,55,18,798	99.82737

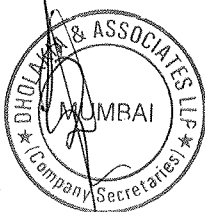
(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
5	8,22,289	0.17299
<b>B. Poll</b>		
2	4	0.00040
<b>C. Combined (A+B)</b>		
7	8,22,293	0.17263



(d) Item No 4: To appoint a Director in place of Shri Sushil Kumar Lohani (DIN: 06912948), 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)
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	85	47,53,33,714
<b>Less:</b> Total Number of Invalid Votes	2	820
<b>Total Number of Valid Votes</b>	<b>83</b>	<b>47,53,32,894</b>
<b>B. Poll</b>		
Total Votes received by Poll	62	10,08,636
<b>Less:</b> Total Number of Invalid Votes	7	935
<b>Total Number of Valid Votes</b>	<b>55</b>	<b>10,07,701</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	147	47,63,42,350
<b>Less:</b> Total Number of Invalid Votes	9	1,755
<b>Total Number of Valid Votes</b>	<b>138</b>	<b>47,63,40,595</b>

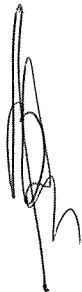


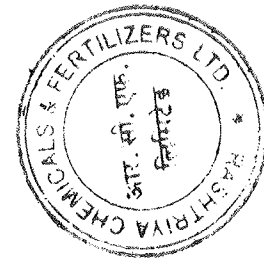
(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
69	47,26,95,068	99.44506
<b>B. Poll</b>		
53	10,07,697	99.99960
<b>C. Combined (A+B)</b>		
<b>122</b>	<b>47,37,02,765</b>	<b>99.44623</b>

(ii) Voted against the resolution:

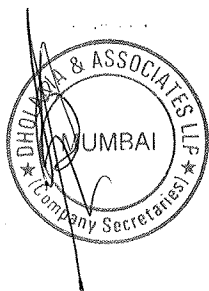
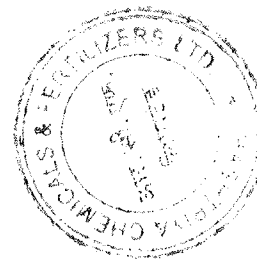
Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
14	26,37,826	0.55494
<b>B. Poll</b>		
2	4	0.00040
<b>C. Combined (A+B)</b>		
<b>16</b>	<b>26,37,830</b>	<b>0.55377</b>





(e) Item No 5: To appoint a Director in place of Shri Suresh Warior (DIN: 06920261), 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)
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	85	47,53,33,714
<b>Less:</b> Total Number of Invalid Votes	2	820
<b>Total Number of Valid Votes</b>	<b>83</b>	<b>47,53,32,894</b>
<b>B. Poll</b>		
Total Votes received by Poll	62	10,08,636
<b>Less:</b> Total Number of Invalid Votes	6	337
<b>Total Number of Valid Votes</b>	<b>56</b>	<b>10,08,299</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	147	47,63,42,350
<b>Less:</b> Total Number of Invalid Votes	8	1,157
<b>Total Number of Valid Votes</b>	<b>139</b>	<b>47,63,41,193</b>

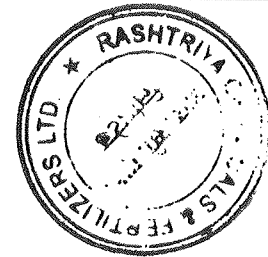
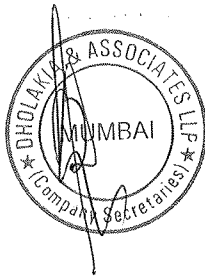



(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
71	47,35,16,980	99.61797
<b>B. Poll</b>		
54	10,08,295	99.99960
<b>C. Combined (A+B)</b>		
<b>125</b>	<b>47,45,25,275</b>	<b>99.61878</b>

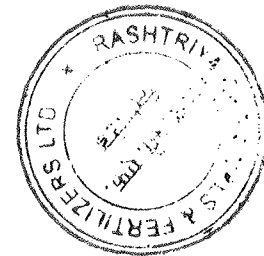
(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
12	18,15,914	0.38203
<b>B. Poll</b>		
2	4	0.00040
<b>C. Combined (A+B)</b>		
<b>14</b>	<b>18,15,918</b>	<b>0.38122</b>



(f) Item No 6: To appoint Shri Dharam Pal (DIN 02354549), as Director 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)
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	85	47,53,33,714
<b>Less:</b> Total Number of Invalid Votes	3	920
<b>Total Number of Valid Votes</b>	<b>82</b>	<b>47,53,32,794</b>
<b>B. Poll</b>		
Total Votes received by Poll	62	10,08,636
<b>Less:</b> Total Number of Invalid Votes	6	337
<b>Total Number of Valid Votes</b>	<b>56</b>	<b>10,08,299</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	147	47,63,42,350
<b>Less:</b> Total Number of Invalid Votes	9	1,257
<b>Total Number of Valid Votes</b>	<b>138</b>	<b>47,63,41,093</b>

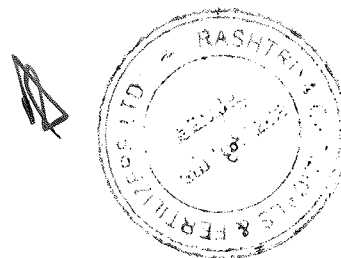
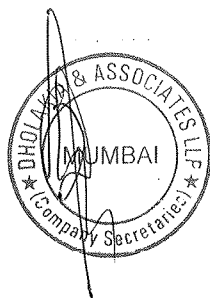


(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
71	47,35,16,890	99.61797
<b>B. Poll</b>		
54	10,08,295	99.99960
<b>C. Combined (A+B)</b>		
125	47,45,25,185	99.61878

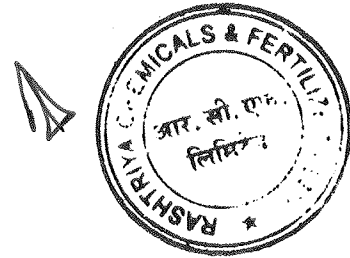
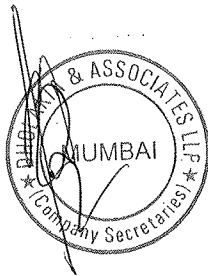
(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
11	18,15,904	0.38203
<b>B. Poll</b>		
2	4	0.00040
<b>C. Combined (A+B)</b>		
13	18,15,908	0.38122



(g) Item No 7: To appoint Shri Harin Pathak (DIN 07552994), as an Independent Director 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)
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	85	47,53,33,714
<b>Less:</b> Total Number of Invalid Votes	3	920
<b>Total Number of Valid Votes</b>	<b>82</b>	<b>47,53,32,794</b>
<b>B. Poll</b>		
Total Votes received by Poll	62	10,08,636
<b>Less:</b> Total Number of Invalid Votes	6	337
<b>Total Number of Valid Votes</b>	<b>56</b>	<b>10,08,299</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	147	47,63,42,350
<b>Less:</b> Total Number of Invalid Votes	9	1,257
<b>Total Number of Valid Votes</b>	<b>138</b>	<b>47,63,41,093</b>



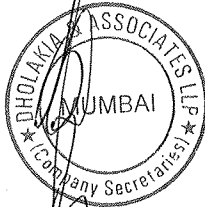


(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
78	47,53,32,317	99.99990
<b>B. Poll</b>		
54	10,08,295	99.99960
<b>C. Combined (A+B)</b>		
<b>132</b>	<b>47,63,40,612</b>	<b>99.99990</b>

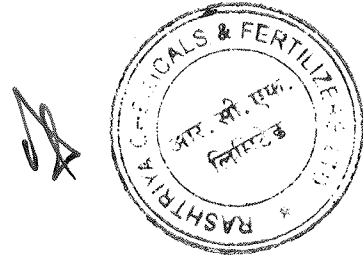
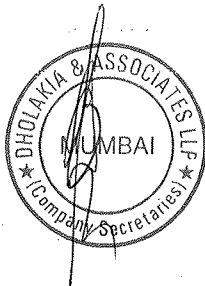
(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
4	477	0.00010
<b>B. Poll</b>		
2	4	0.00040
<b>C. Combined (A+B)</b>		
<b>6</b>	<b>481</b>	<b>0.00010</b>



(h) Item No 8: To appoint Shri Bharatkumar Barot (DIN 07552993), as an Independent Director 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)
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	85	47,53,33,714
<b>Less:</b> Total Number of Invalid Votes	3	920
<b>Total Number of Valid Votes</b>	<b>82</b>	<b>47,53,32,794</b>
<b>B. Poll</b>		
Total Votes received by Poll	62	10,08,636
<b>Less:</b> Total Number of Invalid Votes	6	337
<b>Total Number of Valid Votes</b>	<b>56</b>	<b>10,08,299</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	147	47,63,42,350
<b>Less:</b> Total Number of Invalid Votes	9	1,257
<b>Total Number of Valid Votes</b>	<b>138</b>	<b>47,63,41,093</b>

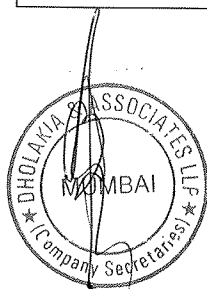


(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
78	47,53,32,367	99.99991
<b>B. Poll</b>		
54	10,08,295	99.99960
<b>C. Combined (A+B)</b>		
132	47,63,40,662	99.99991

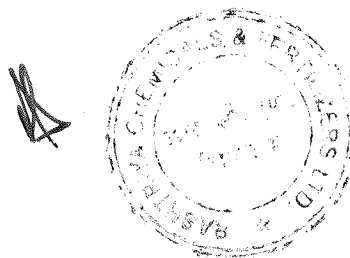
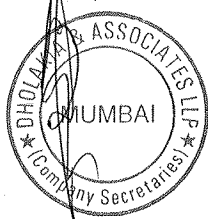
(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
4	427	0.00009
<b>B. Poll</b>		
2	4	0.00040
<b>C. Combined (A+B)</b>		
6	431	0.00009



(i) Item No 9: To appoint Shri G. M. Inamdar (DIN 07552999), as an Independent Director 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)
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	85	47,53,33,714
<b>Less:</b> Total Number of Invalid Votes	3	920
<b>Total Number of Valid Votes</b>	<b>82</b>	<b>47,53,32,794</b>
<b>B. Poll</b>		
Total Votes received by Poll	62	10,08,636
<b>Less:</b> Total Number of Invalid Votes	6	337
<b>Total Number of Valid Votes</b>	<b>56</b>	<b>10,08,299</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	147	47,63,42,350
<b>Less:</b> Total Number of Invalid Votes	9	1,257
<b>Total Number of Valid Votes</b>	<b>138</b>	<b>47,63,41,093</b>

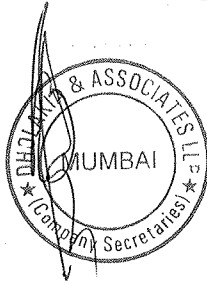


(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
74	47,45,10,235	99.82695
<b>B. Poll</b>		
54	10,08,295	99.99960
<b>C. Combined (A+B)</b>		
128	47,55,18,530	99.82732

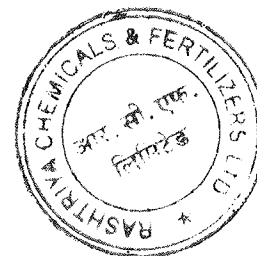
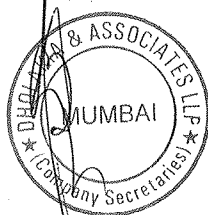
(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
8	8,22,559	0.17305
<b>B. Poll</b>		
2	4	0.00040
<b>C. Combined (A+B)</b>		
10	8,22,563	0.17268



**(j) Item No 10: Approval of cost Auditor's remuneration.**

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	85	47,53,33,714
<b>Less:</b> Total Number of Invalid Votes	2	820
<b>Total Number of Valid Votes</b>	<b>83</b>	<b>47,53,32,894</b>
<b>B. Poll</b>		
Total Votes received by Poll	62	10,08,636
<b>Less:</b> Total Number of Invalid Votes	5	335
<b>Total Number of Valid Votes</b>	<b>57</b>	<b>10,08,301</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	147	47,63,42,350
<b>Less:</b> Total Number of Invalid Votes	7	1,155
<b>Total Number of Valid Votes</b>	<b>140</b>	<b>47,63,41,195</b>

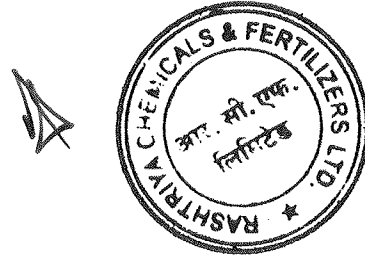
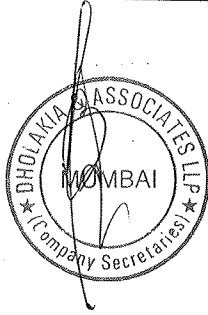


(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
79	47,53,32,417	99.99990
<b>B. Poll</b>		
54	10,08,296	99.99950
<b>C. Combined (A+B)</b>		
133	47,63,40,713	99.99990

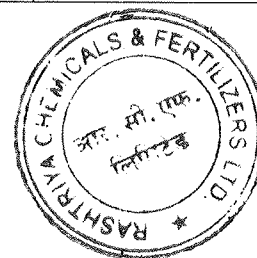
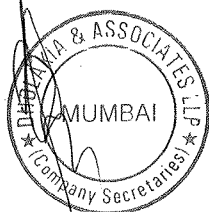
(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
4	477	0.00010
<b>B. Poll</b>		
3	5	0.00050
<b>C. Combined (A+B)</b>		
7	482	0.00010



**(k) Item No 11: To approve offer or invitation to subscribe to Secured Non-Convertible Debentures on private placement.**

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	85	47,53,33,714
<b>Less:</b> Total Number of Invalid Votes	2	820
<b>Total Number of Valid Votes</b>	<b>83</b>	<b>47,53,32,894</b>
<b>B. Poll</b>		
Total Votes received by Poll	62	10,08,636
<b>Less:</b> Total Number of Invalid Votes	5	335
<b>Total Number of Valid Votes</b>	<b>57</b>	<b>10,08,301</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	147	47,63,42,350
<b>Less:</b> Total Number of Invalid Votes	7	1,155
<b>Total Number of Valid Votes</b>	<b>140</b>	<b>47,63,41,195</b>





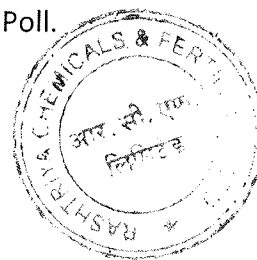
(iii) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
77	47,53,30,202	99.99943
<b>B. Poll</b>		
52	10,07,946	99.96479
<b>C. Combined (A+B)</b>		
<b>129</b>	<b>47,63,38,148</b>	<b>99.99936</b>

(iv) 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
<b>A. Remote e-Voting</b>		
6	2,692	0.00057
<b>B. Poll</b>		
5	355	0.03521
<b>C. Combined (A+B)</b>		
<b>11</b>	<b>3,047</b>	<b>0.00064</b>

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.



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 : 24<sup>th</sup> September, 2016.

D. M. J. et.



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

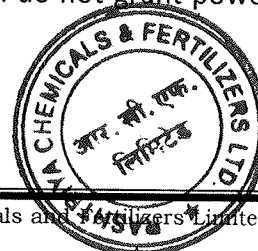
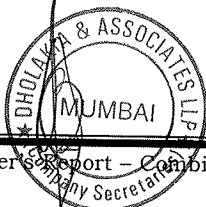
1. Member has voted only through Remote e-Voting i.e. electronic mode.

**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.

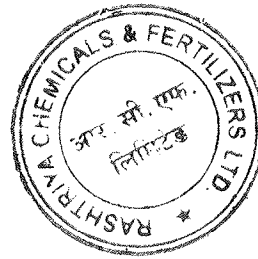
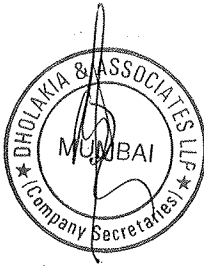
**B. BASIS OF REJECTION****I. VOTING THROUGH ELECTRONIC MODE:**

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](http://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.



**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.

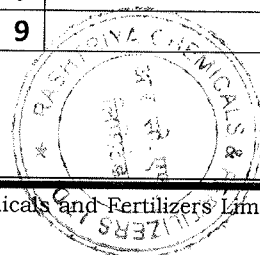


**C. REPORT FOR INVALID ELECTRONIC VOTES AND POLL PAPERS.****i. For Item No. 1:**

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>I. ELECTRONIC VOTES</b>			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	2	820
2.	Abstained from Voting.	Nil	Nil
<b>SUB-TOTAL - I</b>		<b>2</b>	<b>820</b>
<b>II. PHYSICAL POLL FORM:</b>			
3.	No votes polled.	4	302
4.	Signature not available.	3	135
<b>SUB-TOTAL - II</b>		<b>7</b>	<b>437</b>
<b>TOTAL (I + II)</b>		<b>9</b>	<b>1,257</b>

**ii. For Item No. 2:**

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>I. ELECTRONIC VOTES</b>			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	2	820
2.	Abstained from Voting.	Nil	Nil
<b>SUB-TOTAL - I</b>		<b>2</b>	<b>820</b>
<b>II. PHYSICAL POLL FORM:</b>			
3.	No votes polled.	4	204
4.	Signature not available.	3	135
<b>SUB-TOTAL - II</b>		<b>7</b>	<b>339</b>
<b>TOTAL (I + II)</b>		<b>9</b>	<b>1,159</b>

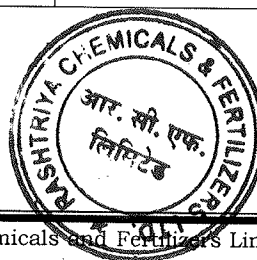
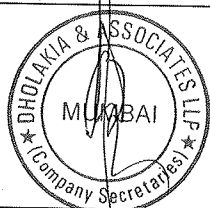


iii. For Item No. 3:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>I. ELECTRONIC VOTES</b>			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	2	820
2.	Abstained from Voting.	1	100
<b>SUB-TOTAL - I</b>		<b>3</b>	<b>920</b>
<b>II. PHYSICAL POLL FORM:</b>			
3.	No votes polled.	4	204
4.	Signature not available.	3	135
<b>SUB-TOTAL - II</b>		<b>7</b>	<b>339</b>
<b>TOTAL (I + II)</b>		<b>10</b>	<b>1,259</b>

iv. For Item No. 4:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>I. ELECTRONIC VOTES</b>			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	2	820
2.	Abstained from Voting.	Nil	Nil
<b>SUB-TOTAL - I</b>		<b>2</b>	<b>820</b>
<b>II. PHYSICAL POLL FORM:</b>			
3.	No votes polled.	4	800
4.	Signature not available.	3	135
<b>SUB-TOTAL - II</b>		<b>7</b>	<b>935</b>
<b>TOTAL (I + II)</b>		<b>9</b>	<b>1,755</b>

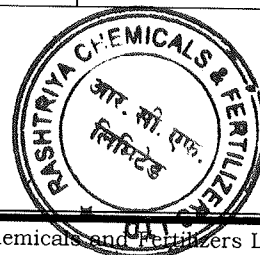
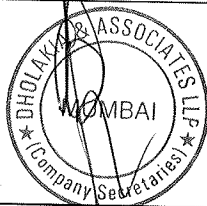


v. For Item No. 5:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>I. ELECTRONIC VOTES</b>			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	2	820
2.	Abstained from Voting.	Nil	Nil
<b>SUB-TOTAL - I</b>		<b>2</b>	<b>820</b>
<b>II. PHYSICAL POLL FORM:</b>			
3.	No votes polled.	3	202
4.	Signature not available.	3	135
<b>SUB-TOTAL - II</b>		<b>6</b>	<b>337</b>
<b>TOTAL (I + II)</b>		<b>8</b>	<b>1,157</b>

vi. For Item No. 6:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>I. ELECTRONIC VOTES</b>			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	2	820
2.	Abstained from Voting.	1	100
<b>SUB-TOTAL - I</b>		<b>3</b>	<b>920</b>
<b>II. PHYSICAL POLL FORM:</b>			
3.	No votes polled.	3	202
4.	Signature not available.	3	135
<b>SUB-TOTAL - II</b>		<b>6</b>	<b>337</b>
<b>TOTAL (I + II)</b>		<b>9</b>	<b>1,257</b>

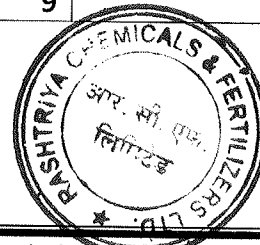
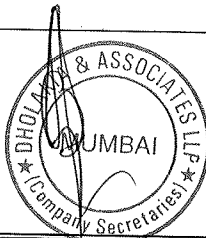


vii. For Item No. 7:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>I. ELECTRONIC VOTES</b>			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	2	820
2.	Abstained from Voting.	1	100
<b>SUB-TOTAL - I</b>		<b>3</b>	<b>920</b>
<b>II. PHYSICAL POLL FORM:</b>			
3.	No votes polled.	3	202
4.	Signature not available.	3	135
<b>SUB-TOTAL - II</b>		<b>6</b>	<b>337</b>
<b>TOTAL (I + II)</b>		<b>9</b>	<b>1,257</b>

viii. For Item No. 8:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>I. ELECTRONIC VOTES</b>			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	2	820
2.	Abstained from Voting.	1	100
<b>SUB-TOTAL - I</b>		<b>3</b>	<b>920</b>
<b>II. PHYSICAL POLL FORM:</b>			
3.	No votes polled.	3	202
4.	Signature not available.	3	135
<b>SUB-TOTAL - II</b>		<b>6</b>	<b>337</b>
<b>TOTAL (I + II)</b>		<b>9</b>	<b>1,257</b>



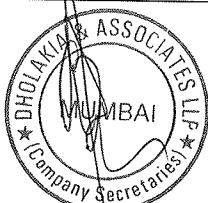


ix. For Item No. 9:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>I. ELECTRONIC VOTES</b>			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	2	820
2.	Abstained from Voting.	1	100
<b>SUB-TOTAL - I</b>		<b>3</b>	<b>920</b>
<b>II. PHYSICAL POLL FORM:</b>			
3.	No votes polled.	3	202
4.	Signature not available.	3	135
<b>SUB-TOTAL - II</b>		<b>6</b>	<b>337</b>
<b>TOTAL (I + II)</b>		<b>9</b>	<b>1,257</b>

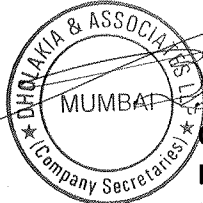

x. For Item No. 10:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>I. ELECTRONIC VOTES</b>			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	2	820
2.	Abstained from Voting.	Nil	Nil
<b>SUB-TOTAL - I</b>		<b>2</b>	<b>820</b>
<b>II. PHYSICAL POLL FORM:</b>			
3.	No votes polled.	2	200
4.	Signature not available.	3	135
<b>SUB-TOTAL - II</b>		<b>5</b>	<b>335</b>
<b>TOTAL (I + II)</b>		<b>7</b>	<b>1,155</b>



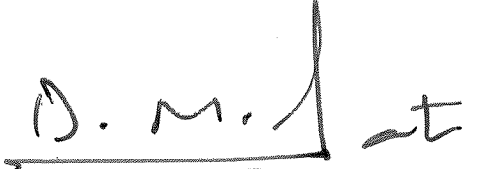
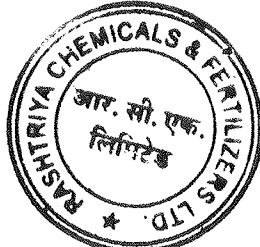
xi. For Item No. 11:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>I. ELECTRONIC VOTES</b>			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	2	820
2.	Abstained from Voting.	Nil	Nil
<b><u>SUB-TOTAL - I</u></b>		<b>2</b>	<b>820</b>
<b>II. PHYSICAL POLL FORM:</b>			
3.	No votes polled.	2	200
4.	Signature not available.	3	135
<b><u>SUB-TOTAL - II</u></b>		<b>5</b>	<b>335</b>
<b>TOTAL (I + II)</b>		<b>7</b>	<b>1,155</b>

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

Place : Mumbai

Date : 24<sup>th</sup> September, 2016.

**TO WHOMSOEVER IT MAY CONCERN**


We, Vishvesh. G. Bhagat and LALIT B SHAH, 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 38<sup>th</sup> Annual General Meeting of the Company held on Friday, the 23<sup>rd</sup> September, 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 were in sealed condition and without any tampering.

**Witness 1**

Name: VISHVESH. G. BHAGAT

Address: C/12, PARVATI MANSION,

214, DR. D. B. MARG, GRANT ROAD MUMBAI 400007

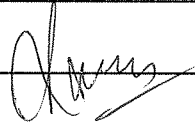
Signature: 

**Witness 2**

Name: LALIT B. SHAH

Address: D, NEW KRISHNA KUNJ

KANDIVALI VILAGE WEST. 400067

Signature: 

**TO WHOMSOEVER IT MAY CONCERN**

We, Vishvesh G. Bhayat and LALIT B. SHAM hereby state that the Excel Sheet containing the Results of Remote e-Voting of **Rashtriya Chemicals and Fertilizers Limited ("the Company")** for the 38<sup>th</sup> Annual General Meeting of the Company held on Friday, the 23<sup>rd</sup> September, 2016 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](http://www.evotingindia.com) and opened in our presence as required under Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014.

**Witness 1**

Name: VISHVESH. G. BHARAT

Address: C/12, PARVATI MANSION, 214, DR. D.B MARG,  
GRANT ROAD MUMBAI 400 007

Signature: 

**Witness 2**

Name: LALIT B SHAM

Address: 5, NEW KRISHNA KUNJ  
KANDIVALI VILLAGE WEST - 400 067

Signature: 