

राष्ट्रीय केमिकल्स एण्ड
फर्टिलाइजर्स लिमिटेड

(भारत सरकार का उपक्रम)
साथ बहें समृद्धि की ओर

दिव्येश एम. सती
कंपनी सचिव

DIVYESH M. SATI
COMPANY SECRETARY

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



**RASHTRIYA CHEMICALS AND
FERTILIZERS LTD.**

(A Government of India Undertaking)
Let us grow together

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

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

RCF/CS/Stock Exchanges /2016

24th 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.
Script Code: 524230	Script Code: RCF EQ

Dear Sir/Madam,

Sub: **Summary of the Proceedings of the 38th Annual General Meeting held on
23rd September, 2016**

Pursuant to Regulation 30 of SEBI(Listing Obligations and Disclosure Requirements)
Regulations, 2015, we are enclosing herewith summary of proceedings of the 38th
Annual General Meeting of the Company held on Friday, 23rd September, 2016.

This is for your information and record.

Yours faithfully,
For Rashtriya Chemicals and Fertilizers Limited

(Divyesh M. Sati)
Company Secretary

**राष्ट्रीय केमिकल्स एण्ड
फर्टिलाइजर्स लिमिटेड**

(भारत सरकार का उपक्रम)
साथ बड़े समृद्धि की ओर

Priyadarshini,

Eastern Express Highway,
Sion, Mumbai - 400 022.



**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

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

Summary of the Proceedings of the 38th Annual General Meeting held on 23rd September, 2016

The 38th Annual General Meeting of the Members of Rashtriya Chemicals and Fertilizers Limited was held on Friday, the 23rd September, 2016 at 3.00 p.m. at "Sivaswamy Auditorium" The Fine Arts Society, Fine Arts Chowk, RC Marg, Chembur, Mumbai 400 071.

Shri Manoj Mishra, Chairman took the Chair. The Company Secretary welcomed the members and confirmed that requisite quorum for the meeting was present. 172 members (including proxies) attended the meeting. He introduced the Directors seated on dais and requested the Chairman to conduct the meeting.

The Chairman in his speech address to members gave the overview of the performance of the Company for the year ended 31st March, 2016 and future scenario of the Industry as well as the Company. A copy of the Chairman's Speech was also distributed to the members who attended the meeting.

The Company Secretary informed the members that pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had offered e-voting facility to its members, which commenced on 19th September, 2016(9.00 AM IST) and ended on 22nd September, 2016(5.00 PM IST). The Company had engaged the services of Central Depository Services (India) Limited to provide e-voting to the members of the Company.

The Company Secretary further informed the members that for those members who could not exercise their vote through e-voting process, facility to vote at the Annual General Meeting by means of ballot paper has been provided. The ballot paper for

the same was made available at to the members. The Company Secretary explained the poll procedure. The members were informed that the Company has appointed Shri Bhumitra V. Dholakia, a Practising Company Secretary to conduct the scrutiny of remote e-voting as well as voting at the Annual General Meeting. The scrutinizer displayed empty ballot box and locked it in the presence of the members. The ballot box was kept in the lounge adjoining the auditorium to enable the members to submit their ballot papers.

The Company Secretary read out all the 11 resolutions proposed to be passed at the meeting. On the invitation of the Chairman, members raised various queries and made observations pertaining to the Annual Report and performance of the Company.

The Chairman replied to the queries, observations and clarifications sought by the members on the various issues which inter-alia includes performance of the Company, future plans, issues relating to financial statements and the other major initiatives of the Company. The Chairman informed the members that the result of the remote e-voting and physical voting at the Annual General Meeting shall be notified to the Stock Exchanges and posted on the website of the Company within forty eight hours.

The following resolutions proposed as per the notice and addendum thereof were passed at the Annual General Meeting with the requisite majority:

ORDINARY BUSINESS:

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.
2. To declare dividend.
3. To fix remuneration of Auditors.
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.

5. To appoint a Director in place of Shri Suresh Warior (DIN: 06920261), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

6. To appoint Shri Dharam Pal (DIN 02354549), as Director of the Company.
7. To appoint Shri Harin Pathak (DIN 07552994), as an Independent Director of the Company.
8. To appoint Shri Bharatkumar Barot (DIN 07552993), as an Independent Director of the Company.
9. To appoint Shri G. M. Inamdar (DIN 07552999), as an Independent Director of the Company.
10. Approval of cost Auditor's remuneration.
11. To approve offer or invitation to subscribe to Secured Non-Convertible Debentures on private placement.


The Members then cast their votes through Ballot poll paper at the Annual General Meeting.

The Chairman thanked the members present and the Meeting concluded at 17.35 hours with Shri Michael Philip John Baptist Martins , Member proposing vote of thanks.

The results of voting were notified to the Stock Exchange in the format prescribed under Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 on 24th September, 2016. The details of the said results were also uploaded on the website of the Company as well as CDSL.

It is hereby confirmed that the meeting was called, convened, held and conducted as per the provisions of the Companies Act, 2013, the rules made thereunder and secretarial standards issued by Institute of Company Secretaries of India.

For Rashtriya Chemicals and Fertilizers Limited


(D. M. Sati)
Company Secretary

Place: Mumbai
Date: 24th September, 2016