

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

जय भगवान शर्मा
कंपनी सचिव

JAI BHAGWAN SHARMA
COMPANY SECRETARY

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

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

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

RCF/CS/Stock Exchanges /2018

27th September, 2018

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: Voting Results of 40th Annual General Meeting(AGM) held on 26th
September, 2018**

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 40th AGM held on 26th September, 2018.

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 and website of the agency i.e. www.evotingindia.com.

This is for kind your information and record

**Yours faithfully,
For Rashtriya Chemicals and Fertilizers Limited**

**(J. B. Sharma)
Company Secretary**

Encl: a./a.

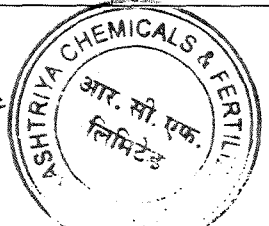
SUBMISSION OF VOTING RESULTS IN RELATION TO 40th ANNUAL GENERAL MEETING OF THE COMPANY AS PER REGULATION 44(3) OF SEBI(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1.	Date of the AGM	26th September, 2018
2.	Total Number of Shareholders on record date	1,75,267
3.	No. of Shareholders present in the meeting either in person or proxy	
	Promoter and Promoters Group	1
	Public	113
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, 2018, including Profit & Loss Statement for the year ended 31st March, 2018 and Balance Sheet as at that date together with the Reports of Directors and Auditors thereon.					
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	413769483	413769483	100.0000	413769483	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
	Total		413769483	100.0000	413769483	0	100.0000	0.0000
Public Institutions	E-Voting	27420651	17055027	62.1977	17055027	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000

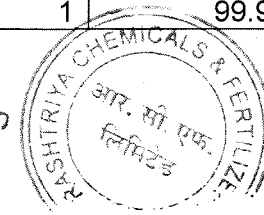
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	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17055027	62.1977	17055027	0	100.0000	0.0000
Public Non Institutions	E-Voting	110497966	32256	0.0292	32004	252	99.2188	0.7813
	Poll		10191	0.0092	10190	1	99.9902	0.0098
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		42447	0.0384	42194	253	99.4040	0.5960
Total		551688100	430866957	78.0997	430866704	253	99.9999	0.0001

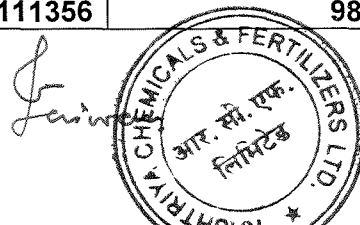
Resolution Required : (Ordinary)			Resolution No. 2 - To declare dividend on equity share capital for the financial year 2017-18.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on 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	413769483	413769483	100.0000	413769483	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
	Total		413769483	100.0000	413769483	0	100.0000	0.0000
Public Institutions	E-Voting	27420651	17255657	62.9294	17255657	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
	Total		17255657	62.9294	17255657	0	100.0000	0.0000
Public Non Institutions	E-Voting	110497966	32306	0.0292	32254	52	99.8390	0.1610
	Poll		10191	0.0092	10190	1	99.9902	0.0098

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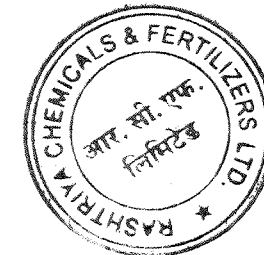
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		42497	0.0384	42444	53	99.8753	0.1247
Total		551688100	431067637	78.1361	431067584	53	100.0000	0.0000

Resolution Required : (Ordinary)		Resolution No.3 - To appoint a Director in place of Ms Alka Tiwari (DIN: 03502306), who retires by rotation and being eligible, offers herself for reappointment.						
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	413769483	413769483	100.0000	413769483	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
	Total		413769483	100.0000	413769483	0	100.0000	0.0000
Public Institutions	E-Voting	27420651	17255657	62.9294	12146506	5109151	70.3914	29.6086
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17255657	62.9294	12146506	5109151	70.3914	29.6086
Public Non Institutions	E-Voting	110497966	32306	0.0292	30202	2104	93.4873	6.5127
	Poll		10191	0.0092	10090	101	99.0089	0.9911
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		42497	0.0384	40292	2205	94.8114	5.1886
Total		551688100	431067637	78.1361	425956281	5111356	98.8143	1.1857



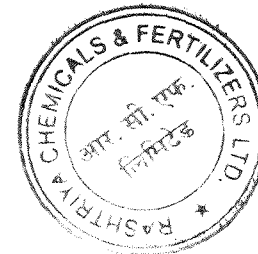
Resolution Required : (Ordinary)		Resolution No.4 - To fix remuneration of Statutory Auditors for the Financial Year 2018-19.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding 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	413769483	413769483	100.0000	413769483	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
	Total		413769483	100.0000	413769483	0	100.0000	0.0000
Public Institutions	E-Voting	27420651	17255657	62.9294	16066736	1188921	93.1100	6.8900
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17255657	62.9294	16066736	1188921	93.1100	6.8900
Public Non Institutions	E-Voting	110497966	32506	0.0294	31881	625	98.0773	1.9227
	Poll		10191	0.0092	10190	1	99.9902	0.0098
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		42697	0.0386	42071	626	98.5339	1.4661
Total		551688100	431067837	78.1361	429878290	1189547	99.7240	0.2760

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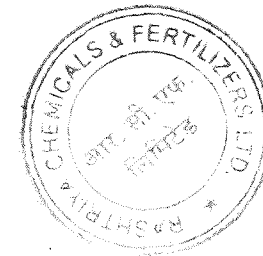
Resolution Required : (Ordinary)		Resolution No. 5 - To appoint Shri Umesh Vasant Dhattrak (DIN 07718394) as Chairman & Managing Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% 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	413769483	413769483	100.0000	413769483	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
	Total		413769483	100.0000	413769483	0	100.0000	0.0000
Public Institutions	E-Voting	27420651	17255657	62.9294	16042835	1212822	92.9715	7.0285
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17255657	62.9294	16042835	1212822	92.9715	7.0285
Public Non Institutions	E-Voting	110497966	32506	0.0294	32127	379	98.8341	1.1659
	Poll		10191	0.0092	10190	1	99.9902	0.0098
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		42697	0.0386	42317	380	99.1100	0.8900
Total		551688100	431067837	78.1361	429854635	1213202	99.7186	0.2814

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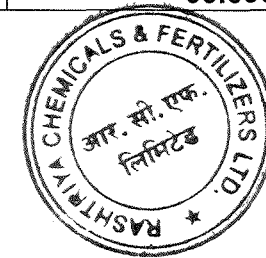
Resolution Required : (Ordinary)		Resolution No. 6 - To appoint Shri Sudhir D. Panadare (DIN 07933191) as Director (Technical) of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of 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	413769483	413769483	100.0000	413769483	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
	Total		413769483	100.0000	413769483	0	100.0000	0.0000
Public Institutions	E-Voting	27420651	17255657	62.9294	13359328	3896329	77.4200	22.5800
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17255657	62.9294	13359328	3896329	77.4200	22.5800
Public Non Institutions	E-Voting	110497966	32506	0.0294	32110	396	98.7818	1.2182
	Poll		10191	0.0092	10190	1	99.9902	0.0098
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		42697	0.0386	42300	397	99.0702	0.9298
Total		551688100	431067837	78.1361	427171111	3896726	99.0960	0.9040

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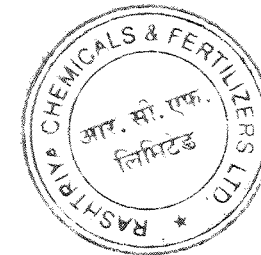
Resolution Required : (Ordinary)		Resolution No. 7 - To appoint Shri Umesh Dongre (DIN 08039073) as Director (Finance) of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled 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	413769483	413769483	100.0000	413769483	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
	Total		413769483	100.0000	413769483	0	100.0000	0.0000
Public Institutions	E-Voting	27420651	17255657	62.9294	13359328	3896329	77.4200	22.5800
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17255657	62.9294	13359328	3896329	77.4200	22.5800
Public Non Institutions	E-Voting	110497966	32506	0.0294	31910	596	98.1665	1.8335
	Poll		10191	0.0092	10190	1	99.9902	0.0098
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		42697	0.0386	42100	597	98.6018	1.3982
Total		551688100	431067837	78.1361	427170911	3896926	99.0960	0.9040

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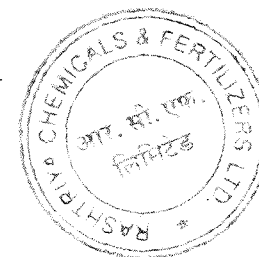
Resolution Required : (Ordinary)		Resolution No.8 - To appoint Ms Gurveen Sidhu (DIN 08121526) as Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% 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	413769483	413769483	100.0000	413769483	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
	Total		413769483	100.0000	413769483	0	100.0000	0.0000
Public Institutions	E-Voting	27420651	17255657	62.9294	13359328	3896329	77.4200	22.5800
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17255657	62.9294	13359328	3896329	77.4200	22.5800
Public Non Institutions	E-Voting	110497966	32465	0.0294	31977	488	98.4968	1.5032
	Poll		10191	0.0092	10190	1	99.9902	0.0098
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		42656	0.0386	42167	489	98.8536	1.1464
Total		551688100	431067796	78.1361	427170978	3896818	99.0960	0.9040

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Resolution Required : (Ordinary)		Resolution No. 9 - Approval of Cost Auditors remuneration for the financial year 2018-19.						
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	413769483	413769483	100.0000	413769483	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
	Total		413769483	100.0000	413769483	0	100.0000	0.0000
Public Institutions	E-Voting	27420651	17255657	62.9294	17255657	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
	Total		17255657	62.9294	17255657	0	100.0000	0.0000
Public Non Institutions	E-Voting	110497966	32506	0.0294	31933	573	98.2372	1.7628
	Poll		10191	0.0092	10190	1	99.9902	0.0098
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		42697	0.0386	42123	574	98.6556	1.3444
Total		551688100	431067837	78.1361	431067263	574	99.9999	0.0001

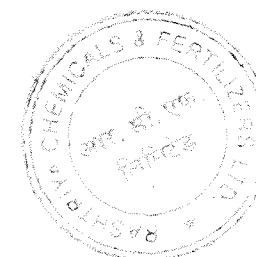
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Resolution Required : (Special)		Resolution No.10 - To approve offer or invitation to subscribe to Secured Non-Convertible Debentures on private placement.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	413769483	413769483	100.0000	413769483	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
	Total		413769483	100.0000	413769483	0	100.0000	0.0000
Public Institutions	E-Voting	27420651	17255657	62.9294	17255657	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
	Total		17255657	62.9294	17255657	0	100.0000	0.0000
Public Non Institutions	E-Voting	110497966	32696	0.0296	31045	1651	94.9505	5.0495
	Poll		10191	0.0092	10190	1	99.9902	0.0098
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		42887	0.0388	41235	1652	96.1480	3.8520
Total		551688100	431068027	78.1362	431066375	1652	99.9996	0.0004

Based on the above, all resolutions as set out in Notice of 39th Annual General Meeting have been passed by the Members with requisite majority.

For Rashtriya Chemicals and Fertilizers Limited



J. B. Sharma
(J. B. Sharma)
Company Secretary

Date: 27th September, 2018
Place: Mumbai

Combined Report of Scrutinizer for Remote e-Voting and Poll

To,

Mr. Umesh V. Dhattrak

The Chairperson of 40th Annual General Meeting of Rashtriya Chemicals and Fertilizers Limited

Held on Wednesday, 26th September, 2018 at 3.00 p.m. at "Sivaswamy Auditorium", The Fine Arts Society, Fine Arts Chowk, RC Marg, Chembur, Mumbai - 400 071.

Dear Sir,

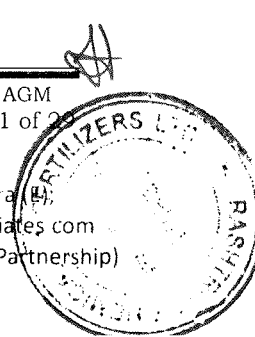
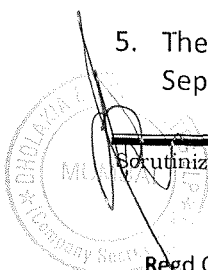
I, **CS Bhumitra V. Dholakia, Designated Partner of Dholakia & Associates LLP, Company Secretaries** was appointed as a Scrutinizer by the Board of Directors of **Rashtriya Chemicals and Fertilizers Limited ("the Company")** vide Letter dated 14th July, 2018 pursuant to Sections 108 and 109 of the Companies 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 40th 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 my presence and members who were present.
3. The locked ballot box was subsequently opened in my presence and in the presence of Mr. Prashant Kirtikar and Mr. Sonu S. Dhanawade 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 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 22, 2018 (9:00 am IST) and was closed on September 25, 2018 (5.00 pm IST).

Scrutinizer's Report – Combined (Remote e-Voting and Poll) – Rashtriya Chemicals and Fertilizers Limited – 40th AGM
Page 1 of 2

Regd Office : A/302, Khernagar Sarvodaya CHS LTD., Bldg No. 11, Nr. P.F. Office, Khernagar, M.H.B. Colony, Bandra (E),
Mumbai - 400 051. Tel.: + 91 22 26580309 / + 91 22 26471302 Fax: +91 22 26476280 Email : info@dholakia-associates.com
Ms/ Dholakia & Associates a partnership firm has been converted into Dholakia & Associates LLP (a Limited Liability Partnership)

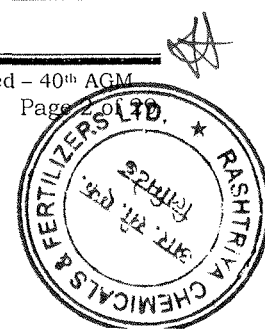
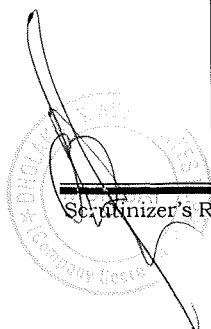
w.e.f. 21st November, 2014 IIPIN AAC 9552



6. The Remote e-Voting Result was unblocked at Mumbai from the website of 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. Prashant Kirtikar and Mr. Sonu S. Dhanawade 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 of Central Depository Services (India) Limited www.evotingindia.com and provided by the Company have been considered valid.
8. The Members who have abstained from voting in the Remote e-Voting has been treated as Invalid in order to combine the Results of Remote e-Voting and Poll.
9. **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, 2018, including Profit & Loss Statement for the year ended 31st March, 2018 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	132	43,08,56,766
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	132	43,08,56,766
B. Poll		
Total Votes received by Poll	42	19,841
Less: Total Number of Invalid Votes	10	9,650
Total Number of Valid Votes	32	10,191
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	174	43,08,76,607
Less: Total Number of Invalid Votes	10	9,650
Total Number of Valid Votes	164	43,08,66,957

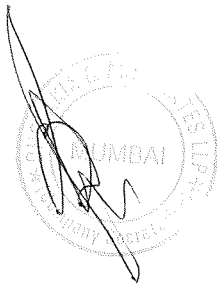


(i) Voted in favour of the resolution:

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		
130	43,08,56,514	99.999942
B. Poll		
31	10,190	99.990187
C. Combined (A+B)		
161	43,08,66,704	99.999941

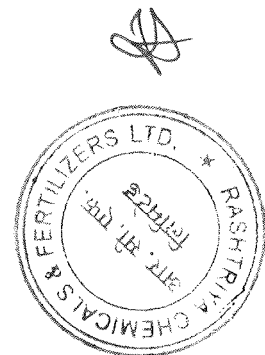
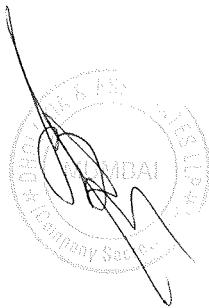
(ii) Voted against the resolution:

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		
2	252	0.000058
B. Poll		
1	1	0.009813
C. Combined (A+B)		
3	253	0.000059



(b) Item No 2: To declare dividend on equity share capital for the financial year 2017-18.

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	134	43,10,57,446
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	134	43,10,57,446
B. Poll		
Total Votes received by Poll	42	19,841
Less: Total Number of Invalid Votes	10	9650
Total Number of Valid Votes	32	10,191
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	176	43,10,77,287
Less: Total Number of Invalid Votes	10	9,650
Total Number of Valid Votes	166	43,10,67,637



(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		
132	43,10,57,394	99.999988
B. Poll		
31	10,190	99.990187
C. Combined (A+B)		
163	43,10,67,584	99.999988

(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		
2	52	0.000012
B. Poll		
1	1	0.009813
C. Combined (A+B)		
3	53	0.000012

(c) Item No 3: To appoint a Director in place of Ms. Alka Tiwari (DIN: 03502306), who retires by rotation and being eligible, offers herself 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	134	43,10,57,446
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	134	43,10,57,446
B. Poll		
Total Votes received by Poll	42	19,841
Less: Total Number of Invalid Votes	10	9,650
Total Number of Valid Votes	32	10,191
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	176	43,10,77,287
Less: Total Number of Invalid Votes	10	9,650
Total Number of Valid Votes	166	43,10,67,637

(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		
108	42,59,46,191	98.814252
B. Poll		
30	10,090	99.008929
C. Combined (A+B)		
138	42,59,56,281	98.814257

(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		
26	51,11,255	1.185748
B. Poll		
2	101	0.991071
C. Combined (A+B)		
28	51,11,356	1.185743

(i) Voted in favour of the resolution:

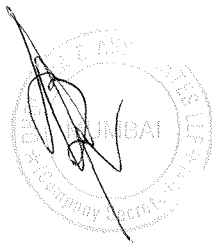
Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
124	42,98,68,100	99.724040
B. Poll		
31	10,190	99.990187
C. Combined (A+B)		
155	42,98,78,290	99.724046

(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		
11	11,89,546	0.275960
B. Poll		
1	1	0.009813
C. Combined (A+B)		
12	11,89,547	0.275954

(e) Item No 5: To appoint Shri Umesh Vasant Dhattrak, (DIN: 07718394) as Chairman & Managing 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)
A. Remote e-Voting		
Total Votes received by electronic mode	135	43,10,57,646
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	135	43,10,57,646
B. Poll		
Total Votes received by Poll	42	19,841
Less: Total Number of Invalid Votes	10	9,650
Total Number of Valid Votes	32	10,191
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	177	43,10,77,487
Less: Total Number of Invalid Votes	10	9,650
Total Number of Valid Votes	167	43,10,67,837

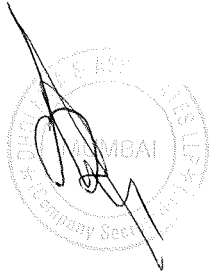



(i) Voted in favour of the resolution:

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		
123	42,98,44,445	99.718552
B. Poll		
31	10,190	99.990187
C. Combined (A+B)		
154	42,98,54,635	99.718559

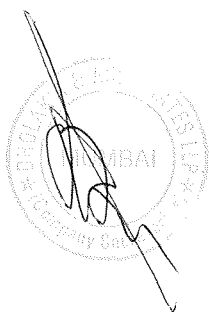
(ii) Voted against the resolution:

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		
12	12,13,201	0.281448
B. Poll		
1	1	0.009813
C. Combined (A+B)		
13	12,13,202	0.281441



(f) Item No 6: To appoint Shri Sudhir D. Panadare, (DIN: 07933191) as Director (Technical) 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	135	43,10,57,646
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	135	43,10,57,646
B. Poll		
Total Votes received by Poll	42	19,841
Less: Total Number of Invalid Votes	10	9,650
Total Number of Valid Votes	32	10,191
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	177	43,10,77,487
Less: Total Number of Invalid Votes	10	9,650
Total Number of Valid Votes	167	43,10,67,837

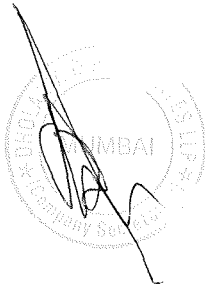


(i) Voted in favour of the resolution:

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		
117	42,71,60,921	99.096008
B. Poll		
31	10,190	99.990187
C. Combined (A+B)		
148	42,71,71,111	99.096030

(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		
18	38,96,725	0.903992
B. Poll		
1	1	0.009813
C. Combined (A+B)		
19	38,96,726	0.903970



(g) Item No 7: To appoint Shri Umesh Dongre, (DIN: 08039073) as Director (Finance) of the Company.

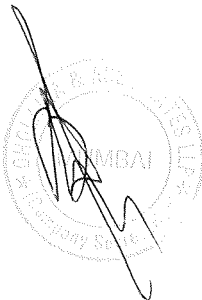
Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	135	43,10,57,646
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	135	43,10,57,646
B. Poll		
Total Votes received by Poll	42	19,841
Less: Total Number of Invalid Votes	10	9,650
Total Number of Valid Votes	32	10,191
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	177	43,10,77,487
Less: Total Number of Invalid Votes	10	9,650
Total Number of Valid Votes	167	43,10,67,837

(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		
116	42,71,60,721	99.095962
B. Poll		
31	10,190	99.990187
C. Combined (A+B)		
147	42,71,70,911	99.095983



(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		
19	38,96,925	0.904038
B. Poll		
1	1	0.009813
C. Combined (A+B)		
20	38,96,926	0.904017




(h) Item No 8: To appoint Ms. Gurveen Sidhu, (DIN: 08121526) 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)
A. Remote e-Voting		
Total Votes received by electronic mode	134	43,10,57,605
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	134	43,10,57,605
B. Poll		
Total Votes received by Poll	42	19,841
Less: Total Number of Invalid Votes	10	9,650
Total Number of Valid Votes	32	10,191
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	176	43,10,77,446
Less: Total Number of Invalid Votes	10	9,650
Total Number of Valid Votes	166	43,10,67,796

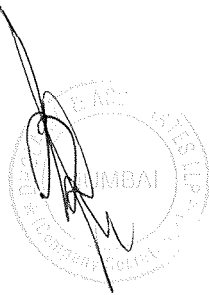


(i) Voted in favour of the resolution:

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		
114	42,71,60,788	99.095987
B. Poll		
31	10,190	99.990187
C. Combined (A+B)		
145	42,71,70,978	99.096008

(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		
20	38,96,817	0.904013
B. Poll		
1	1	0.009813
C. Combined (A+B)		
21	38,96,818	0.903992



(i) Item No 9: Approval of the 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)
A. Remote e-Voting		
Total Votes received by electronic mode	135	43,10,57,646
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	135	43,10,57,646
B. Poll		
Total Votes received by Poll	42	19,841
Less: Total Number of Invalid Votes	10	9,650
Total Number of Valid Votes	32	10,191
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	177	43,10,77,487
Less: Total Number of Invalid Votes	10	9,650
Total Number of Valid Votes	167	43,10,67,837

(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		
129	43,10,57,073	99.999867
B. Poll		
31	10,190	99.990207
C. Combined (A+B)		
160	43,10,67,263	99.999867

(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		
6	573	0.000133
B. Poll		
1	1	0.009793
C. Combined (A+B)		
7	574	0.000133

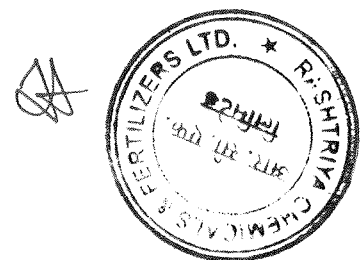
(i) Voted in favour of the resolution:

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		
127	43,10,56,185	99.999617
B. Poll		
31	10,190	99.990187
C. Combined (A+B)		
158	43,10,66,375	99.999617

(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	1,651	0.000383
B. Poll		
1	1	0.009813
C. Combined (A+B)		
9	1,652	0.000383

10. 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.
11. 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.
12. The poll papers and all other relevant records were sealed and handed over to Mr. J. B. Sharma, Company Secretary of the Company authorized by the Board for safe keeping.

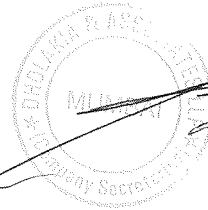
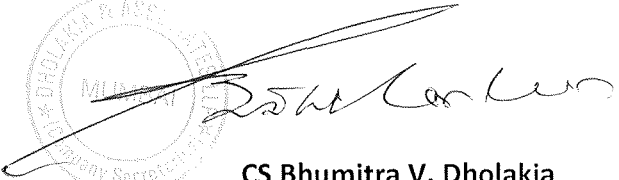


13. You may accordingly declare the result of the Remote e-Voting and Poll.

14. The Register of Remote e-Voting will be e-mailed to 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: 27th September, 2018



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



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

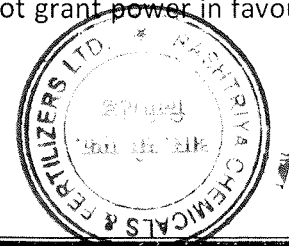
II. PHYSICAL POLL FORM:

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 and provided by the Company have been considered invalid.
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.
14. If the Shareholder has voted twice, then one poll paper has been considered

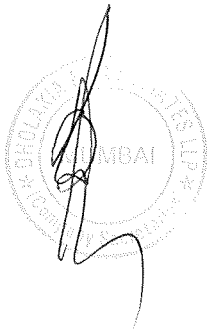



iii. For Item No. 3:

Sr. No.	Category	No. of forms	Total number of Invalid votes (Equity share of Rs. 10/- each)
PHYSICAL POLL FORM:			
1.	Signature mismatch	1	200
2.	Signature not available.	8	9,430
3.	Voted twice	1	20
TOTAL		10	9,650

iv. For Item No. 4:

Sr. No.	Category	No. of forms	Total number of Invalid votes (Equity share of Rs. 10/- each)
PHYSICAL POLL FORM:			
1.	Signature mismatch	1	200
2.	Signature not available.	8	9,430
3.	Voted twice	1	20
TOTAL		10	9,650






v. For Item No. 5:

Sr. No.	Category	No. of forms	Total number of Invalid votes (Equity share of Rs. 10/- each)
PHYSICAL POLL FORM:			
1.	Signature mismatch	1	200
2.	Signature not available.	8	9,430
3.	Voted twice	1	20
TOTAL		10	9,650

vi. For Item No. 6:

Sr. No.	Category	No. of forms	Total number of Invalid votes (Equity share of Rs. 10/- each)
PHYSICAL POLL FORM:			
1.	Signature mismatch	1	200
2.	Signature not available.	8	9,430
3.	Voted twice	1	20
TOTAL		10	9,650

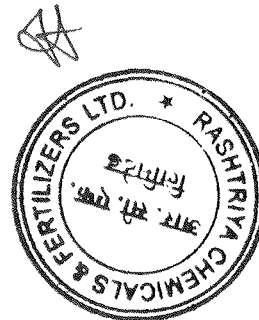




vii. For Item No. 7:

Sr. No.	Category	No. of forms	Total number of Invalid votes (Equity share of Rs. 10/- each)
PHYSICAL POLL FORM:			
1.	Signature mismatch	1	200
2.	Signature not available.	8	9,430
3.	Voted twice	1	20
TOTAL		10	9,650

viii. For Item No. 8:

Sr. No.	Category	No. of forms	Total number of Invalid votes (Equity share of Rs. 10/- each)
PHYSICAL POLL FORM:			
1.	Signature mismatch	1	200
2.	Signature not available.	8	9,430
3.	Voted twice	1	20
TOTAL		10	9,650

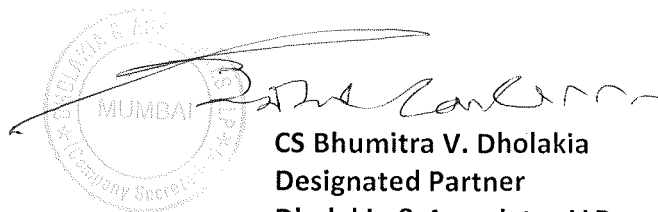


ix. For Item No. 9:

Sr. No.	Category	No. of forms	Total number of Invalid votes (Equity share of Rs. 10/- each)
PHYSICAL POLL FORM:			
1.	Signature mismatch	1	200
2.	Signature not available	8	9,430
3.	Voted twice	1	20
TOTAL		10	9,650

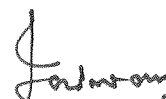
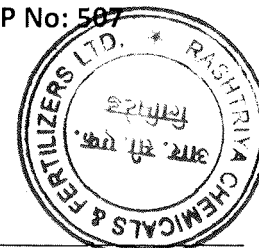
x. For Item No. 10:

Sr. No.	Category	No. of forms	Total number of Invalid votes (Equity share of Rs. 10/- each)
PHYSICAL POLL FORM:			
1.	Signature mismatch	1	200
2.	Signature not available	8	9,430
3.	Voted twice	1	20
TOTAL		10	9,650



CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 977 CP No: 587

Place: Mumbai
Date: 27th September, 2018

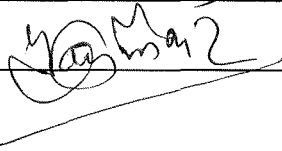
TO WHOMSOEVER IT MAY CONCERN

We, Prashant Kirtikar and Gonu S. Dhanawade 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 40th Annual General Meeting of the Company held on Wednesday, the 26th September, 2018 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: Prashant Kirtikar

Address: 247 Park C-101, 1st Floor L.B.S Marg
Vikhroli (W) Mumbai - 400 083

Signature: 

Witness 2

Name: Gonu Shivaram Dhanawade


Address: 247 Park C-101, 1st Floor L.B.S. Marg.
Vikhroli (W) Mumbai - 400 083

Signature: 

TO WHOMSOEVER IT MAY CONCERN

We, Prashant Kirtikar and Sonu S. Dhanawade hereby state that the Excel Sheet containing the Results of Remote e-Voting of **Rashtriya Chemicals and Fertilizers Limited ("the Company")** for the 40th Annual General Meeting of the Company held on Wednesday, the 26th September, 2018 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 Central Depository Services (India) Limited i.e. 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: Prashant Kirtikar ~~L.B.S. Marg~~
Address: 247 Park C-101, 1st Floor L.B.S. Marg.
Vikhroli (W) Mumbai - 400 083.
Signature: 

Witness 2

Name: Sonu Shivaram Dhanawade
Address: 247 Park C-101 1st Floor L.B.S. Marg
Vikhroli (W) Mumbai - 400 083.
Signature: 