

**राष्ट्रीय केमिकल्स एण्ड  
फर्टिलाइजर्स लिमिटेड**

(भारत सरकार का उपक्रम)  
साथ बढ़ें समृद्धि की ओर



**RASHTRIYA CHEMICALS AND  
FERTILIZERS LTD.**

(A Government of India Undertaking)  
*Let us grow together*

**दिव्येश एम. सती**  
कंपनी सचिव

**DIVYESH M. SATI**  
COMPANY SECRETARY

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

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

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

RCF/CS/Stock Exchanges /2015

29<sup>th</sup> August, 2015

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.

Sir,

**Sub : Outcome of the 37<sup>th</sup> Annual General Meeting- Clause 35A of the Listing Agreement**

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

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

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

This is for your kind information and record.

Thanking you,

Yours faithfully,  
For Rashtriya Chemicals and Fertilizers Ltd.

  
[D.M. Sati]  
Company Secretary

Encl: a./a.

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

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

Agenda wise results of all resolutions of AGM Notice

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

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

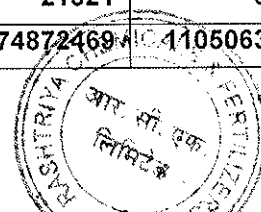


**RESOLUTION NO. 2: DECLARATION OF DIVIDEND**

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

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

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

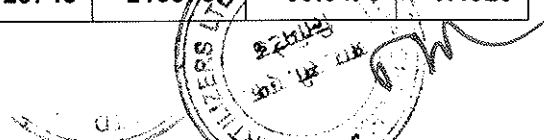


**RESOLUTION NO.4 : APPOINTMENT OF SHRI SHAM LAL GOYAL (DIN: 03342782) AS DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT**

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

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

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

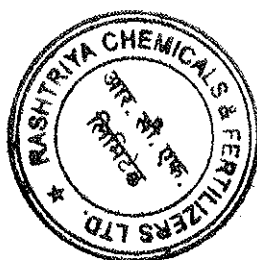


**RESOLUTION NO.6 : RATIFICATION OF THE REMUNERATION PAYABLE TO M/S. V. J. TALATI & CO., AND SHRI SURESH D. SHENOY, AS COST AUDITORS OF THE COMPANY**

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

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

**For Rashtriya Chemicals and Fertilizers Limited**



*(Signature)*  
(R. G. Rajan)

**Chairman and Managing Director**

**Date: 29<sup>th</sup> August, 2015**  
**Place: Mumbai**

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

Annexure 'B'  
**DHOLAKIA**  
**& ASSOCIATES LLP**  
**COMPANY SECRETARIES**

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

To,

**Mr. R. G. Rajan**

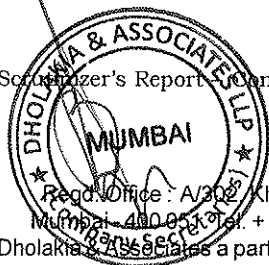
**The Chairperson of 37<sup>th</sup> Annual General Meeting of Rashtriya Chemicals and Fertilizers Limited**  
Held on Thursday, the 27<sup>th</sup> August, 2015 at 3.00 p.m. at "Sivaswamy Auditorium", The Fine Arts Society, Fine Arts Chowk, RC Marg, Chembur, Mumbai - 400 071.

Dear Sir,

I, **CS Bhumitra V. Dholakia, Designated Partner of M/s. Dholakia & Associates LLP, Company Secretaries** was appointed as a Scrutinizer by the Board of Directors of **Rashtriya Chemicals and Fertilizers Limited ("the Company")** vide Letter dated 14<sup>th</sup> July, 2015 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014 to scrutinize the electronic voting (Remote e-Voting) and the Poll Process for the resolutions contained in the Notice of 37<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. Prashant B. Kirtikar and Mr. Mahesh B. Yadav who are not in the employment of the Company (**Declaration attached**). The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and M/s. Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorizations and proxies lodged with the Company.
4. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
5. The Remote e-Voting commenced on August 23, 2015 (9:00 am IST) and was closed on August 26, 2015 (5.00 pm IST).

Scrutinizer's Report Combined (Remote e-Voting and Poll) – Rashtriya Chemicals and Fertilizers Limited – 37<sup>th</sup> AGM  
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Regd. Office : A/302, Khernagar Sarvoday CHS LTD., Bldg., No. 11, Nr. P. F. Office, Khernagar, M.B. Colony, Bandra  
Mumbai - 400 051. Tel. + 91 22 26580309 / +91 22 26471302 Fax : + 91 22 26476280 E-mail : info@dholakiaassociates.com  
M/s Dholakia & Associates a partnership firm has been converted into Dholakia & Associates LLP (a Limited Liability Partnership) w.e.f. 21st  
November, 2014 LLPIN AAC 9552



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. Mahesh B. Yadav and Mr. Nikhil Sarfare who are not in the employment of the Company. **(Declaration attached)**
7. The Votes cast by Corporate/Institutional Members who have uploaded the scanned certified true copy of the Board Resolution/Authority Letter, etc. on the website [www.evotingindia.com](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, 2015, including Profit & Loss Statement for the year ended 31<sup>st</sup> March, 2015 and Balance Sheet as at that date together with the Reports of Directors and Auditors thereon.

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

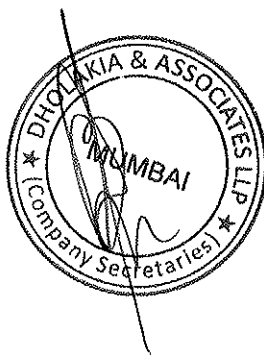


(i) Voted in favour of the resolution:

| 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>                            |                              |                                       |
| 57                                                   | 47,59,56,006                 | 99.99996                              |
| <b>B. Poll</b>                                       |                              |                                       |
| 55                                                   | 21,326                       | 100                                   |
| <b>C. Combined (A+B)</b>                             |                              |                                       |
| <b>112</b>                                           | <b>47,59,77,332</b>          | <b>99.99996</b>                       |

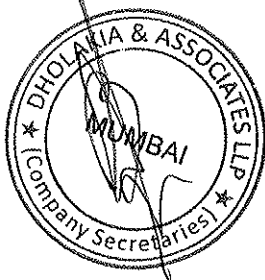
(ii) Voted against the resolution:

| 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>                            |                              |                                       |
| 1                                                    | 200                          | 0.00004                               |
| <b>B. Poll</b>                                       |                              |                                       |
| NIL                                                  | NIL                          | NIL                                   |
| <b>C. Combined (A+B)</b>                             |                              |                                       |
| <b>1</b>                                             | <b>200</b>                   | <b>0.00004</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          | 58                                                   | 47,59,56,206                                                           |
| <b>Less:</b> Total Number of Invalid Votes       | NIL                                                  | NIL                                                                    |
| <b>Total Number of Valid Votes</b>               | <b>58</b>                                            | <b>47,59,56,206</b>                                                    |
| <b>B. Poll</b>                                   |                                                      |                                                                        |
| Total Votes received by Poll                     | 58                                                   | 28,854                                                                 |
| <b>Less:</b> Total Number of Invalid Votes       | 3                                                    | 7,528                                                                  |
| <b>Total Number of Valid Votes</b>               | <b>55</b>                                            | <b>21,326</b>                                                          |
| <b>C. Combined (A+B)</b>                         |                                                      |                                                                        |
| Total Votes received by electronic mode and Poll | 116                                                  | 47,59,85,060                                                           |
| <b>Less:</b> Total Number of Invalid Votes       | 3                                                    | 7,528                                                                  |
| <b>Total Number of Valid Votes</b>               | <b>113</b>                                           | <b>47,59,77,532</b>                                                    |

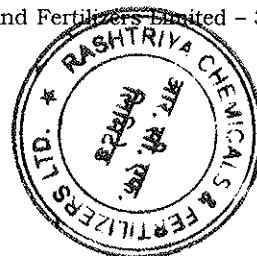
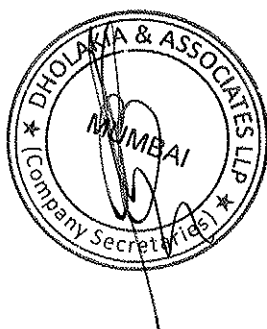


## (i) Voted in favour of the resolution:

| 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>                            |                              |                                       |
| 57                                                   | 47,59,56,006                 | 99.99996                              |
| <b>B. Poll</b>                                       |                              |                                       |
| 54                                                   | 17,826                       | 83.59                                 |
| <b>C. Combined (A+B)</b>                             |                              |                                       |
| <b>111</b>                                           | <b>47,59,73,832</b>          | <b>99.99922</b>                       |

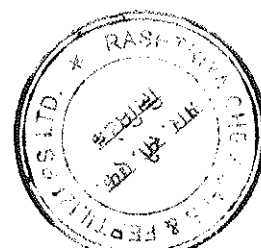
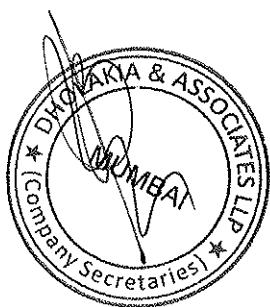
## (ii) Voted against the resolution:

| 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>                            |                              |                                       |
| 1                                                    | 200                          | 0.00004                               |
| <b>B. Poll</b>                                       |                              |                                       |
| 1                                                    | 3,500                        | 16.41                                 |
| <b>C. Combined (A+B)</b>                             |                              |                                       |
| <b>2</b>                                             | <b>3,700</b>                 | <b>0.00078</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          | 58                                                   | 47,59,56,206                                                           |
| <b>Less:</b> Total Number of Invalid Votes       | NIL                                                  | NIL                                                                    |
| <b>Total Number of Valid Votes</b>               | <b>58</b>                                            | <b>47,59,56,206</b>                                                    |
| <b>B. Poll</b>                                   |                                                      |                                                                        |
| Total Votes received by Poll                     | 58                                                   | 28,854                                                                 |
| <b>Less:</b> Total Number of Invalid Votes       | 3                                                    | 7,528                                                                  |
| <b>Total Number of Valid Votes</b>               | <b>55</b>                                            | <b>21,326</b>                                                          |
| <b>C. Combined (A+B)</b>                         |                                                      |                                                                        |
| Total Votes received by electronic mode and Poll | 116                                                  | 47,59,85,060                                                           |
| <b>Less:</b> Total Number of Invalid Votes       | 3                                                    | 7,528                                                                  |
| <b>Total Number of Valid Votes</b>               | <b>113</b>                                           | <b>47,59,77,532</b>                                                    |

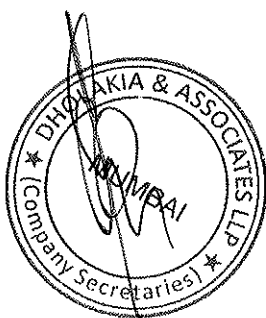


## (i) Voted in favour of the resolution:

| 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>                            |                              |                                       |
| 54                                                   | 47,48,51,148                 | 99.77                                 |
| <b>B. Poll</b>                                       |                              |                                       |
| 54                                                   | 21,321                       | 99.98                                 |
| <b>C. Combined (A+B)</b>                             |                              |                                       |
| <b>108</b>                                           | <b>47,48,72,469</b>          | <b>99.77</b>                          |

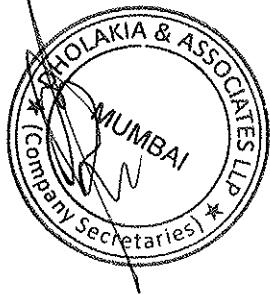
## (ii) Voted against the resolution:

| 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                                                    | 11,05,058                    | 0.23                                  |
| <b>B. Poll</b>                                       |                              |                                       |
| 1                                                    | 5                            | 0.02                                  |
| <b>C. Combined (A+B)</b>                             |                              |                                       |
| <b>5</b>                                             | <b>11,05,063</b>             | <b>0.23</b>                           |



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

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



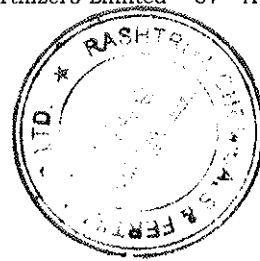
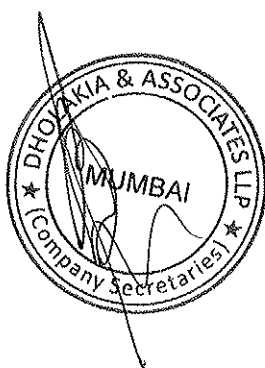
MA

## (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>                            |                              |                                       |
| 49                                                   | 47,38,01,506                 | 99.55                                 |
| <b>B. Poll</b>                                       |                              |                                       |
| 54                                                   | 17,826                       | 83.59                                 |
| <b>C. Combined (A+B)</b>                             |                              |                                       |
| <b>103</b>                                           | <b>47,38,19,332</b>          | <b>99.55</b>                          |

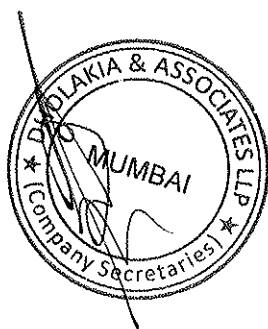
## (ii) Voted against the resolution:

| 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>                            |                              |                                       |
| 9                                                    | 21,54,700                    | 0.45                                  |
| <b>B. Poll</b>                                       |                              |                                       |
| 1                                                    | 3,500                        | 16.41                                 |
| <b>C. Combined (A+B)</b>                             |                              |                                       |
| <b>10</b>                                            | <b>21,58,200</b>             | <b>0.45</b>                           |



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

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

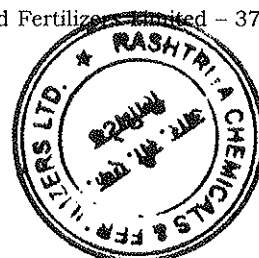
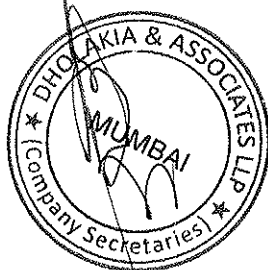


## (i) Voted in favour of the resolution:

| 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>                            |                              |                                       |
| 50                                                   | 47,38,02,419                 | 99.55                                 |
| <b>B. Poll</b>                                       |                              |                                       |
| 55                                                   | 21,326                       | 100                                   |
| <b>C. Combined (A+B)</b>                             |                              |                                       |
| 105                                                  | 47,38,23,745                 | 99.55                                 |

## (ii) Voted against the resolution:

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



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

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



*Handwritten signature*

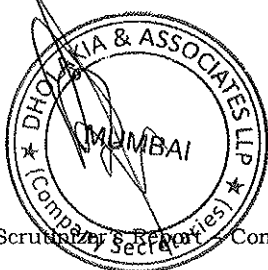
## (i) Voted in favour of the resolution:

| 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>                            |                              |                                       |
| 55                                                   | 47,59,55,191                 | 99.9998                               |
| <b>B. Poll</b>                                       |                              |                                       |
| 54                                                   | 21,321                       | 99.98                                 |
| <b>C. Combined (A+B)</b>                             |                              |                                       |
| 109                                                  | 47,59,76,512                 | 99.9998                               |

## (ii) Voted against the resolution:

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

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



*Handwritten signature*

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 : 29<sup>th</sup> August, 2015



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

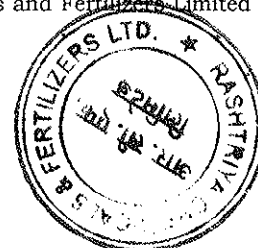
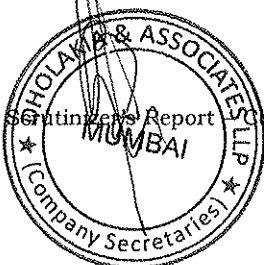
1. Member has voted only through Remote e-Voting i.e. electronic mode.

**II. PHYSICAL POLL FORM:**

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

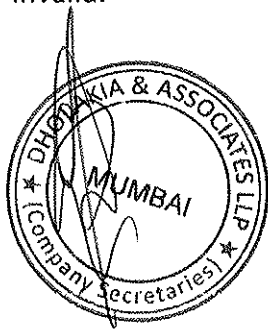
**B. BASIS OF REJECTION****I. VOTING THROUGH ELECTRONIC MODE:**

1. Corporate / Institutional Members (other than Individuals, HUF, NRI etc.) who have not uploaded the scanned copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc. on the website [www.evotingindia.com](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.



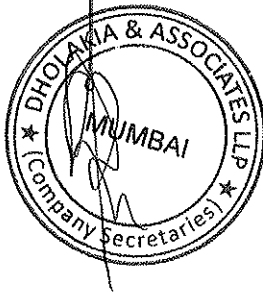
**II. PHYSICAL POLL FORM:**

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.



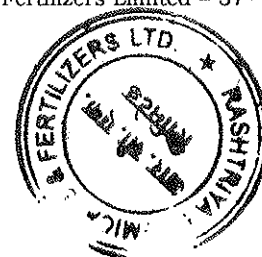
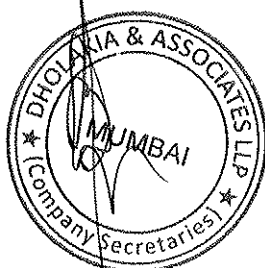
**C. REPORT FOR INVALID ELECTRONIC VOTES AND POLL PAPERS.****i. For Item No. 1:**

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



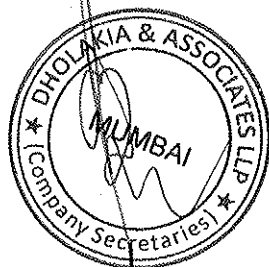
ii. For Item No. 2:

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



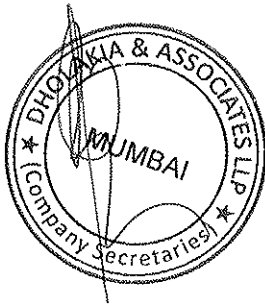
iii. For Item No. 3:

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



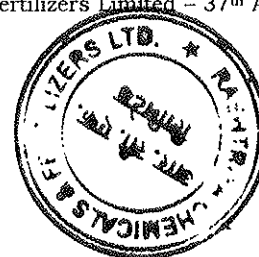
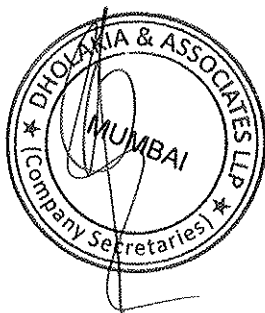
iv. For Item No. 4:

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



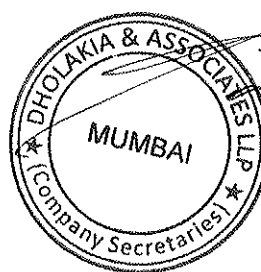
**v. For Item No. 5:**

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



vi. For Item No. 6:

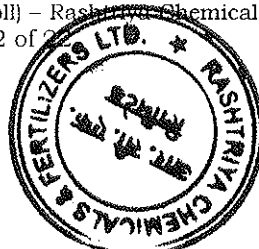
| Sr. No.                               | Category                                                             | No. of forms/<br>electronic votes | Total number of<br>Invalid votes (Equity<br>share of Rs. 10/- each |
|---------------------------------------|----------------------------------------------------------------------|----------------------------------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



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

Place : Mumbai

Date : 29<sup>th</sup> August, 2015

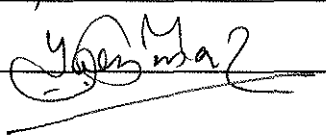


*[Signature]* *[Signature]*

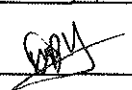
TO WHOMSOEVER IT MAY CONCERN

We, Prashant B. Kirtikar and Mahesh B. Yadav 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 37<sup>th</sup> Annual General Meeting of the Company held on Thursday, the 27<sup>th</sup> August, 2015 at 3.00 p.m. at "Sivaswamy Auditorium", The Fine Arts Society, Fine Arts Chowk, RC Marg, Chembur, Mumbai - 400 071, was opened in our presence as required under Rule 21(1)(f) of Companies (Management and Administration) Rules, 2014 and the same was in sealed condition and without any tampering.

Witness 1

Name: Prashant B Kirtikar  
Address: 88/71, B.D.D colony, D.N. Walekar Marg,  
Worli, Mumbai - 400018  
Signature: 

Witness 2

Name: Mahesh B. Yadav  
Address: Shree Shiddi Vinayak chawl, Rms Naga, Pawate  
Co-3, T.P. Road, Bhondip (W.)  
Signature: 

**TO WHOMSOEVER IT MAY CONCERN**

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

**Witness 1**

Name: Mahesh Beem Yedkar

Address: Shree Shridalivinyate Chowk, Reem Nagar,  
Rewade Co-2, T.P. Road, Bhandups (W.)

Signature: 

**Witness 2**

Name: Nikhil Sarfare

Address: Tulsi colony, Katemarnivadi,  
Kalyan (E)

Signature: 