



CHAMBAL FERTILISERS AND CHEMICALS LIMITED

Declaration of Results of Remote E-voting and Voting at Thirty-third Annual General Meeting held on September 18, 2018

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of casting the votes by the members using an electronic voting system from a place other than the venue of Annual General Meeting ("Remote E-voting") on all the items/resolutions mentioned in the Notice dated August 08, 2018 of Thirty-third Annual General Meeting ("AGM") of the Company held at 1030 Hours on Tuesday, September 18, 2018 in the Multi-purpose Hall at the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN - 325 208.

The members attending the AGM who did not cast their vote by Remote E-voting were also provided with the facility to cast their vote through ballot paper at the AGM.

The Board of Directors of the Company had appointed Mr. Manish Gupta, Partner, RMG & Associates, Company Secretaries in whole time practice (FCS No. 5123, CP No. 4095) to scrutinise the voting at AGM and Remote E-voting process in a fair and transparent manner. Based on the Scrutiniser's Report dated September 18, 2018 on Remote E-voting and voting at the AGM through ballot paper, the results of the voting are as follows:-

S. No	Particulars & Type of Resolution	Votes in Favour		Votes Against		Invalid Votes	Result Declared
		No. of valid votes (Remote E-voting and Ballot paper)	% of total no. of valid votes (Remote E-voting and Ballot paper)	No. of valid Votes (Remote E-voting and Ballot paper)	% of total no. of valid votes (Remote E-voting and Ballot paper)	No. of Invalid votes (Remote E-voting and Ballot paper)	
1.	ITEM No. 1 Receive, consider and adopt: a) the audited standalone financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and report of the Auditors thereon. (ORDINARY RESOLUTION)	314765534	100.0000	100	0.0000	3829	Passed by Majority
2.	ITEM No. 2 Declaration of dividend @ Rs. 1.90 per equity share of Rs. 10 each for the financial year ended March 31, 2018. (ORDINARY RESOLUTION)	314995631	100.0000	100	0.0000	3829	Passed by Majority
3.	ITEM No. 3 Appointment of Mr. Saroj Kumar Poddar (DIN 00008654), who retires by rotation and, being eligible, offers himself for re-appointment, as a Director. (ORDINARY RESOLUTION)	306131747	98.8461	3573547	1.1539	3829	Passed by Majority
4.	ITEM No. 4 Ratification of remuneration payable to M/s. K.G. Goyal & Associates, Cost Auditor (Firm Registration No. 000024). (ORDINARY RESOLUTION)	314993600	99.9994	1831	0.0006	3829	Passed by Majority

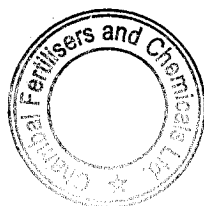
5.	ITEM No. 5 Appointment of Mr. Vivek Mehra (DIN: 00101328) as an Independent Director of the Company for a term of 5 (five) consecutive years from September 18, 2018 to September 17, 2023. (ORDINARY RESOLUTION)	314728782	99.9153	266656	0.0847	3829	Passed by Majority
6.	ITEM No. 6 Approval of the borrowing powers / limits of the Board of Directors of the Company. (SPECIAL RESOLUTION)	314797587	99.9373	197594	0.0627	3829	Passed by Requisite Majority

I declare that all the resolutions pertaining to the aforesaid items of business set out in the Notice dated August 08, 2018 of the Thirty-third Annual General Meeting of members of the Company have been passed with requisite majority.

for **Chambal Fertilisers and Chemicals Limited**



Anil Kapoor (DIN: 00032299)
Chairman of the Thirty-third Annual General Meeting of
Chambal Fertilisers and Chemicals Limited



Date: September 18, 2018

RMG & ASSOCIATES

Company Secretaries

SCRUTINISER'S REPORT

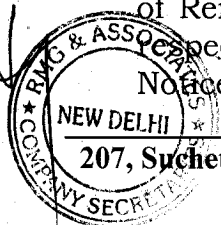
The Chairman of the Thirty-third Annual General Meeting ("AGM") of the Equity Shareholders of Chambal Fertilisers and Chemicals Limited held on Tuesday, September 18, 2018 at 1030 Hours in the Multi-purpose Hall at the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN - 325208

Dear Sir,

I, Manish Gupta, Partner, RMG & Associates, Company Secretaries in whole time practice having my office at 207, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi-110005 had been appointed as Scrutiniser by the Board of Directors of the Chambal Fertilisers and Chemicals Limited (hereinafter shall be referred as "the Company"), to scrutinise the voting at AGM and Remote E-voting (defined hereinafter) process in a fair and transparent manner.

I hereby submit my report as under:


1. In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company, has engaged National Securities Depository Limited ("NSDL") to provide the facility of casting the votes by the members using an electronic voting system from a place other than the venue of AGM ("Remote E-voting").
2. The Company has completed dispatch of the notice of AGM dated Wednesday, August 8, 2018 along with Proxy Form, Attendance Slip and route map of the venue of AGM ("AGM Notice") on Thursday, August 23, 2018. The aforesaid documents have been mailed electronically through email to those members who have registered their email addresses with the Company or their depository participant and in physical form by permitted mode to the members who have either not registered their email addresses as specified above or requested for a physical copy thereof.
3. The Company published an advertisement on Friday, August 24, 2018, about the completion of dispatch of AGM Notice in The Economic Times (English Newspaper - All Editions) and Dainik Navajyoti (Hindi Newspaper - Kota Edition).
4. The members of the Company whose names were recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories (in case of shares held in dematerialised form) as on the cut-off date i.e. Tuesday, September 11, 2018 were entitled to avail the facility of Remote E-voting as well as voting through ballot paper at the AGM in respect of the items / resolutions (item nos.1 to 6) as set out in the AGM Notice.




207, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi-110005, www.rmgcs.com

Phone: 9212221110, 011-45042509; E-Mail : info@rmgcs.com

5. In terms of the AGM Notice, Remote E-voting commenced at 0900 Hours on Friday, September 14, 2018 and ended at 1700 Hours on Monday, September 17, 2018. At the end of the Remote E-voting period, the Remote E-voting facility was blocked by NSDL forthwith.
6. The Company also provided voting facility through ballot paper to the members present at the AGM and who didn't cast their votes through Remote E-voting.
7. One (1) empty ballot box, kept for voting through ballot paper at AGM, was locked and sealed, in the presence of members and proxies present at the AGM.
8. The ballot box containing votes cast through ballot paper at AGM was opened immediately after the conclusion of voting at the AGM in the presence of two witnesses viz. Mr. Ankur Bansal, R/o. M/s Laxmi Narayan Ashok Kumar, 105, New Anaj Mandi, Sonapat, Haryana -131001 and Ms. Garima Sharma, R/o.36, Alipur, Delhi-110036 and the votes cast through ballot paper at the AGM were counted. The witnesses have signed below in confirmation of the ballot box being opened in their presence.

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Witness 1: Ankur Bansal-----
Witness 2: Garima Sharma

9. Thereafter, the votes cast through Remote E-voting were unblocked in the presence of two witnesses viz. Mr. Ankur Bansal R/o. M/s Laxmi Narayan Ashok Kumar, 105, New Anaj Mandi, Sonapat, Haryana -131001 and Ms. Garima Sharma, R/o.36, Alipur, Delhi-110036 not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

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Witness 1: Ankur Bansal-----
Witness 2: Garima Sharma

10. The results of Remote E-voting and voting through ballot paper at AGM are attached as **Annexure - 1** hereto.
11. Based on the aforesaid results, Five (5) Ordinary Resolutions and One (1) Special Resolution pertaining to the items of business contained in AGM Notice have been passed with requisite majority as per the provisions of the Companies Act, 2013.



12. I will return the registers and all other papers relating to Remote E-voting and voting through ballot paper at AGM to the Company after the Chairman of the meeting considers, approves and signs the minutes of the AGM.

Thanking You,



CS Manish Gupta

Partner

RMG & Associates

Company Secretaries

FCS No: 5123, CP No: 4095

Place: Gadepan, Rajasthan

Date: 18-09-2018

Countersigned by:

Anil Kapoor

**Chairman of Thirty-third Annual General Meeting of
Chambal Fertilisers and Chemicals Limited**

RESULTS OF REMOTE E-VOTING AND VOTING AT AGM THROUGH BALLOT PAPER

ANNEXURE-1

ORDINARY BUSINESS

Item No.1: Receive, consider and adopt:

- (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon; and
(b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and report of the Auditors thereon.
(ORDINARY RESOLUTION)

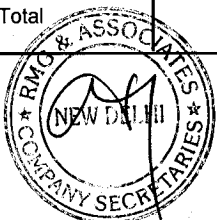
Mode of Voting	Voted in favour of Resolution			Voted against the Resolution			Invalid Votes	
	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid	Number of votes cast by them
Remote E-voting	235	314655000	100.0000	1	100	0.0000	0	0
Voting at AGM through ballot paper	76	110534	100.0000	0	0	0.0000	9	3829
Total	311	314765534	100.0000	1	100	0.0000	9	3829

Item No.2: Declaration of dividend @ Rs. 1.90 per equity share of Rs. 10 each for the financial year ended March 31, 2018. **(ORDINARY RESOLUTION)**

Mode of Voting	Voted in favour of Resolution			Voted against the Resolution			Invalid Votes	
	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid	Number of votes cast by them
Remote E-voting	236	314869137	100.0000	1	100	0.0000	0	0
Voting at AGM through ballot paper	77	126494	100.0000	0	0	0.0000	9	3829
Total	313	314995631	100.0000	1	100	0.0000	9	3829

Item No.3: Appointment of Mr. Saroj Kumar Poddar (DIN: 00008654), who retires by rotation and, being eligible, offers himself for re-appointment, as a Director. **(ORDINARY RESOLUTION)**

Mode of Voting	Voted in favour of Resolution			Voted against the Resolution			Invalid Votes	
	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid	Number of votes cast by them
Remote E-voting	209	306005253	98.8457	21	3573547	1.1543	0	0
Voting at AGM through ballot paper	77	126494	100.0000	0	0	0.0000	9	3829
Total	286	306131747	98.8461	21	3573547	1.1539	9	3829



SPECIAL BUSINESS

Item No.4: Ratification of remuneration payable to M/s. K.G. Goyal & Associates, Cost Auditor (Firm Registration No. 000024).

(ORDINARY RESOLUTION)

Mode of Voting	Voted in favour of Resolution			Voted against the Resolution			Invalid Votes	
	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid	Number of votes cast by them
Remote E-voting	227	314867106	99.9994	9	1831	0.0006	0	0
Voting at AGM through ballot paper	77	126494	100.0000	0	0	0.0000	9	3829
Total	304	314993600	99.9994	9	1831	0.0006	9	3829

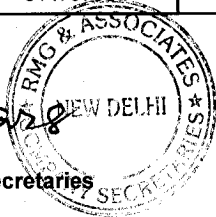
Item No.5: Appointment of Mr. Vivek Mehra (DIN: 00101328) as an Independent Director of the Company for a term of 5 (five) consecutive years from September 18, 2018 to September 17, 2023. **(ORDINARY RESOLUTION)**

Mode of Voting	Voted in favour of Resolution			Voted against the Resolution			Invalid Votes	
	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid	Number of votes cast by them
Remote E-voting	222	314602288	99.9153	13	266656	0.0847	0	0
Voting at AGM through ballot paper	77	126494	100.0000	0	0	0.0000	9	3829
Total	299	314728782	99.9153	13	266656	0.0847	9	3829

Item No.6: Approval of the borrowing powers/ limits of the Board of Directors of the Company. **(SPECIAL RESOLUTION)**

Mode of Voting	Voted in favour of Resolution			Voted against the Resolution			Invalid Votes	
	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast	Number of Members whose votes were declared invalid	Number of votes cast by them
Remote E-voting	226	314671643	99.9372	11	197594	0.0628	0	0
Voting at AGM through ballot paper	73	125944	100.0000	0	0	0.0000	9	3829
Total	299	314797587	99.9373	11	197594	0.0627	9	3829

CS Manish Gupta
Partner
RMG & Associates, Company Secretaries
FCS No: 5123, CP No: 4095



Countersigned By:

Anil Kapoor

Anil Kapoor
Chairman of the Thirty-third Annual General Meeting of
Chambal Fertilisers and Chemicals Limited

Place: Gadepan, Rajasthan
Date : September 18, 2018