

# RMG & ASSOCIATES

## *Company Secretaries*

---

### SCRUTINISER'S REPORT

*[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]*

To,

**The Chairman of the Fortieth Annual General Meeting ("AGM") of the Equity Shareholders of Chambal Fertilisers and Chemicals Limited held on Tuesday, August 26, 2025 at 10.30 A.M. Indian Standard Time ("IST") through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").**

Dear Sir,

I, Manish Gupta, Managing Partner of M/s RMG & Associates, Company Secretaries in whole time practice having office at 207, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi-110005 have been appointed as Scrutinizer by the Board of Directors of **Chambal Fertilisers and Chemicals Limited** ("the Company"), to scrutinize the remote e-voting process and e-voting in the AGM, in a fair and transparent manner.

**I hereby submit my report as under:**

1. In terms of the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility of casting the votes by the members through voting by electronic means ("e-Voting"). The Company has engaged National Securities Depository Limited ("NSDL") to provide the facility of remote e-Voting to the members and facility of e-Voting to the members participating in the AGM through VC/OAVM.
2. In pursuance of the General Circular no. 09/2024 dated September 19, 2024 read with General Circular no. 09/2023 dated September 25, 2023, General Circular no. 10/2022 dated December 28, 2022, General Circular no. 2/2022 dated May 05, 2022, General Circular no. 02/2021 dated January 13, 2021, General Circular no. 20/2020 dated May 05, 2020, General Circular no. 17/2020 dated April 13, 2020 and General Circular no. 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "MCA Circulars"), the Company published advertisement in 'Business Standard' (English Newspaper – All Editions) and 'Dainik Bhaskar' (Hindi Newspaper-Kota Edition) on Saturday, July 26, 2025.
3. In pursuance of MCA Circulars and Circular no. SEBI/HO/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 read with Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, issued by the Securities and Exchange Board of India, the notice of AGM dated July 18, 2025 ("AGM Notice") and Annual Report of the Company for the Financial Year 2024-25 ("Annual Report") were sent electronically through e-mail on Friday, August 1, 2025, to those members of the Company whose email addresses were registered with the Company or the depositories/depository participants. A letter providing the web-link for

accessing the Annual Report was sent to those members who have not registered their e-mail address.

4. The Company duly published advertisements, about the completion of mailing of AGM Notice, Annual Report and the letter providing the web-link for accessing AGM Notice and Annual Report to those members who have not registered their e-mail address, in 'Business Standard' (English Newspaper – All Editions) and 'Rajasthan Patrika' (Hindi Newspaper - Kota Edition) on Saturday, August 2, 2025.
5. 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 dematerialized form) as on the cut-off date i.e. Tuesday, August 19, 2025 were entitled to avail the facility of remote e-Voting as well as e-Voting in the AGM through e-Voting system in respect of the items/resolutions (item nos. 1 to 8) as set out in the AGM Notice.
6. In terms of the AGM Notice, the remote e-Voting commenced at 09.00 A.M. Indian Standard Time (IST) on Friday, August 22, 2025 and ended at 05.00 P.M. IST on Monday, August 25, 2025. At the end of the remote e-Voting period, the remote e-Voting facility was blocked by NSDL forthwith.
7. The Company has also provided the facility of e-Voting to the members who have participated in the AGM through VC/OAVM and who did not cast their vote through remote e-Voting.
8. After the conclusion of e-Voting at the AGM, the votes casted by the members through remote e-Voting and e-Voting in the AGM were unblocked in the presence of two witnesses viz. Ms. Priyanshi Agrawal and Ms. Vanshika Goel not in the employment of the Company.
9. The results of remote e-Voting and e-Voting at the AGM are attached as an **Annexure** hereto.
10. Based on the aforesaid results, six (6) Ordinary Resolutions and two (2) Special Resolutions pertaining to the items of business set forth in the AGM Notice have been passed with requisite majority as per the provisions of the Companies Act, 2013.
11. I will return the registers and all other papers relating to remote e-Voting and e-Voting at the AGM to the Company after the Chairman of the meeting considers, approves and signs the minutes of the AGM of the Company.

Thanking You,

Your Truly,

**RMG & Associates,  
Company Secretaries**

**Countersigned by:  
For Chambal Fertilisers and Chemicals Limited**

**CS Manish Gupta  
Managing Partner  
FCS No.: 5123; COP No.:4095  
UDIN: F005123G001089019  
Place: New Delhi  
Date: August 26, 2025**

**Tridib Barat  
Vice President – Legal & Company Secretary  
ACS 12247**

## RESULTS OF REMOTE E-VOTING AND E-VOTING IN THE AGM

ANNEXURE

### ORDINARY BUSINESS

**Item No.1:** Receive, consider and adopt:

- a) the audited financial statements of the Company for the Financial Year ended March 31, 2025 and the reports of the Board of Directors and Auditor thereon; and
- b) the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2025 and the report of the Auditor 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	763	299910074	99.3687	14	1905418	0.6313	26	2488676
E-voting in the AGM	23	53120	100.0000	0	0	0.0000	1	18843
Total	786	299963194	99.3688	14	1905418	0.6312	27	2507519

**Item No.2:** Declaration of final dividend @ Rs. 5.00 per equity share of Rs.10 each of the Company (i.e. @ 50%) for the Financial Year ended March 31, 2025. **(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	765	302280765	99.9998	11	531	0.0002	26	2488676
E-voting in the AGM	23	53120	100.0000	0	0	0.0000	1	18843
Total	788	302333885	99.9998	11	531	0.0002	27	2507519

**Item No.3:** Re-appointment of Mr. Shyam Sunder Bhartia (Director Identification Number: 00010484) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment. **(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	727	296964146	98.2410	55	5317150	1.7590	26	2488676
E-voting in the AGM	22	52620	100.0000	0	0	0.0000	1	18843
Total	749	297016766	98.2413	55	5317150	1.7587	27	2507519

**SPECIAL BUSINESS**

**Item No.4:** Ratification of remuneration payable to M/s. K.G. Goyal & Associates, Cost Accountants (Firm Registration Number: 000024) to conduct audit of the cost records of the Company, as applicable, for the Financial Year ending March 31, 2026. **(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	759	302280521	99.9997	17	775	0.0003	26	2488676
E-voting in the AGM	23	53120	100.0000	0	0	0.0000	1	18843
Total	782	302333641	99.9997	17	775	0.0003	27	2507519

**Item No.5:** Appointment of M/s. RMG & Associates (Firm Registration Number: P2001DE016100) as Secretarial Auditor of the Company, to hold office for a term of 5 (five) consecutive years from the conclusion of the Fortieth Annual General Meeting, until conclusion of the Forty Fifth Annual General Meeting of the Company. **(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	760	302270252	99.9998	14	565	0.0002	26	2488676
E-voting in the AGM	23	53120	100.0000	0	0	0.0000	1	18843
Total	783	302323372	99.9998	14	565	0.0002	27	2507519

**Item No.6:** Approval of re-appointment of Mr. Abhay Baijal (Director Identification Number: 01588087) as Managing Director of the Company, for the period of 3 (three) years with effect from July 21, 2025 i.e. upto July 20, 2028. **(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	752	300909645	99.5463	28	1371481	0.4537	26	2488676
E-voting in the AGM	23	53120	100.0000	0	0	0.0000	1	18843
Total	775	300962765	99.5464	28	1371481	0.4536	27	2507519

**Item No.7:** Re-appointment of Mrs. Rita Menon (Director Identification Number: 00064714) as Independent Director of the Company, to hold office for second term of 5 (five) consecutive years from September 10, 2025 to September 09, 2030. **(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	737	300577591	99.4364	39	1703655	0.5636	26	2488676
E-voting at the AGM	23	53120	100.0000	0	0	0.0000	1	18843
Total	760	300630711	99.4365	39	1703655	0.5635	27	2507519

**Item No.8:** Appointment of Dr. Rakesh Jain (Director Identification Number: 00020425) as Independent Director of the Company, to hold office for a term of 5 (five) consecutive years from July 15, 2025 to July 14, 2030. **(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	751	302061965	99.9274	25	219339	0.0726	26	2488676
E-voting at the AGM	23	53120	100.0000	0	0	0.0000	1	18843
Total	774	302115085	99.9275	25	219339	0.0725	27	2507519

**CS Manish Gupta**  
**FCS No: 5123, COP No: 4095**

**Countersigned By:**  
**For Chambal Fertilisers and Chemicals Limited**

**Managing Partner**  
**RMG & Associates, Company Secretaries**  
**Place: New Delhi**  
**Date: August 26, 2025**  
**UDIN: F005123G001089019**

**Tridib Barat**  
**Vice President - Legal & Company Secretary**  
**ACS 12247**