Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Chairman of the 29th Annual General Meeting
of Equity Shareholders of Chambal Fertilisers and Chemicals Limited
held on Thursday, September 18, 2014 at 1030 Hours
at the Registered Office of the Company at
Gadepan Distt. Kota, Rajasthan, PIN - 325208

Dear Sir,

We, M.L. Patodi, Advocate having my office at Patodi Bhawan, 23, Ballabh Nagar Extn., Kota 324 007 (Rajasthan) and Ritu G P Das, a shareholder of the Company (DP ID / Client ID IN301055 / 10242448) appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolutions at the 29th Annual General Meeting of the Equity Shareholders of Chambal Fertilisers and Chemicals Limited, held on Thursday, September 18, 2014 at 1030 Hours at the Registered Office of the Company at Gadepan Distt. Kota, Rajasthan – 325 208, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, Four (4) ballot boxes kept for polling were locked in our presence with due identification mark placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

a) Item No.1 – Receive, consider and adopt the audited financial statements of the Company for the Financial Year 2013-14 and the reports of Board of Directors and Auditors thereon. **(ORDINARY RESOLUTION)**

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
135	150054	96.58

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	5315	3.42

(iii) **Invalid** votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
45	83233

b) **Item No. 2:** Declaration of Dividend on Equity Shares **(ORDINARY RESOLUTION)**

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
139	150679	94.83

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
46	8215	5.17

(iii) **Invalid** votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
45	83233

c) **Item No. 3 –** Re-appointment of Mr. Chandra Shekhar Nopany (DIN00014587) as Director **(ORDINARY RESOLUTION)**

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
141	151179	95.08

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
46	7815	4.92

(iii) **Invalid** votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
45	83233

d) **Item No. 4 –** Appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Registration No. 301003E) as Statutory Auditors of the Company and authorise the Board to fix their remuneration. **(ORDINARY RESOLUTION)**

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
140	150754	94.76

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
48	8340	5.24

(iii) **Invalid** votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
45	83233

e) **Item No.5** – Appointment of M/s. Singhi & Co., Chartered Accountants, (Registration No. 302049E) as Branch Auditors for Shipping Business of the Company and authorise the Board to fix their remuneration. **(ORDINARY RESOLUTION)**

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
140	150754	94.76

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
48	8340	5.24

(iii) **Invalid** votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
45	83233

f) **Item No. 6** – Approval for not filling the vacancy for the time being caused by retirement of Mr. Ram Nath Bansal **(ORDINARY RESOLUTION)**

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
138	152879	96.09

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	6215	3.91

(iii) **Invalid** votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
45	83233

g) **Item No.7** – Appointment of Mr. Marco Philippus Ardeshir Wadia (DIN 00244357) as an Independent Director. **(ORDINARY RESOLUTION)**

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
140	150679	94.71

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
48	8415	5.29

(iii) **Invalid** votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
45	83233

h) **Item No.8 -** Appointment of Mr. Dipankar Basu (DIN 00009653) as an Independent Director **(ORDINARY RESOLUTION)**

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
140	150479	94.58

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
48	8615	5.42

(iii) **Invalid** votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
45	83233

i) **Item No. 9** – Appointment of Mr. Kashi Nath Memani (DIN 00020696) as an Independent Director. **(ORDINARY RESOLUTION)**

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
141	151379	95.15

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
47	7715	4.85

(iii) **Invalid** votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
45	83233

j) **Item No. 10** – Appointment of Ms. Radha Singh (DIN 02227854) as an Independent Director **(ORDINARY RESOLUTION)**

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
141	151379	95.15

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
47	7715	4.85

(iii) **Invalid** votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
45	83233

k) **Item No. 11** – Approval of remuneration payable to K G Goyal and Associates, Cost Auditors **(ORDINARY RESOLUTION)**

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
141	151379	95.15

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
47	7715	4.85

(iii) **Invalid** votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
45	83233

l) **Item No.12** – Approval of the borrowing limits of the Board of Directors of the Company **(SPECIAL RESOLUTION)**

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
141	150679	94.71

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
47	8415	5.29

(iii) **Invalid** votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
45	83233

m) **Item No. 13** – Approval to make offer or invitation for subscription of Non-Convertible Debentures on private placement basis **(SPECIAL RESOLUTION)**

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
143	153579	96.53

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
45	5515	3.47

(iii) **Invalid** votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
45	83233

5. A compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

M.L. Patodi
Scrutinizer

Ritu GP Das
Scrutinizer

Place: Gadepan
Dated: September 18, 2014

Countersigned by:

Anil Kapoor
Chairman of the 29th Annual General Meeting of
Equity Shareholders of Chambal Fertilisers and Chemicals Limited

Place: Gadepan
Dated: September 18, 2014