

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]

The Chairman of the Thirty-fifth Annual General Meeting ("AGM") of the Equity Shareholders of Chambal Fertilisers and Chemicals Limited held on Thursday, September 10, 2020 at 1030 Hours Indian Standard Time ("IST") through video conferencing ("VC") /other audio visual means (OAVM).

Dear Sir,

I, Manish Gupta, Partner, RMG & Associates, Company Secretaries in whole time practice having office at 207, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi-110005 has been appointed as Scrutiniser 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 and facility of E-voting to the members participating in the AGM through VC/ OAVM.
2. In pursuance of the General Circular No. 20/2020 dated May 05, 2020, General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs, Government of India and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India, the notice of AGM dated August 12, 2020 ("AGM Notice") and Annual Report of the Company for the financial year 2019-20 ("Annual Report") have been sent through email on August 17, 2020, to those members of the Company whose email addresses were registered with the Company or the depositories/ depository participants.



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3. The Company duly published advertisements, about the completion of mailing of AGM Notice and Annual Report in 'The Economic Times' (English Newspaper - All Editions) and 'Rajasthan Patrika' (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. Thursday, September 03, 2020 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.
5. In terms of the AGM Notice, the remote E-voting commenced at 0900 Hours IST on Saturday, September 05, 2020 and ended at 1700 Hours IST on Wednesday, September 09, 2020. At the end of the remote E-voting period, the remote E-voting facility was blocked by NSDL forthwith.
6. The Company had 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.
7. After the conclusion of E-voting at the AGM, the votes cast by the members through E-voting in the AGM and remote E-voting were unblocked in the presence of two witnesses viz. Ms. Garima Sharma, R/o. 36-Ramzanpur, P.O Alipur, Delhi-110036 and Mr. Aniesh Mahindru, R/o. 404, New Modern Apartment, Plot 26/2, Sector-9, Rohini, Delhi-85 not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



(Signature of witness)

Witness 1: Ms. Garima Sharma



(Signature of witness)

Witness 2: Mr. Aniesh Mahindru

8. The results of remote E-voting and E-voting at the AGM are attached as an **Annexure** hereto.
9. Based on the aforesaid results, Seven (7) Ordinary Resolutions and One (1) Special Resolution pertaining to the items of business contained in the AGM Notice have been passed with requisite majority as per the provisions of the Companies Act, 2013.
10. 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.



Thanking You,

Yours Truly,



Manish Gupta
10/09/2020
CS Manish Gupta

FCS No: 5123, CP No: 4095

Partner
RMG & Associates
Company Secretaries

Place: New Delhi
Dated: 10-09-2020
UDIN: F005123B000682624

Countersigned by:

For Chambal Fertilisers and Chemicals Limited

Rajveer Singh

Rajveer Singh
Vice President-Legal and Company Secretary

RESULTS OF REMOTE E-VOTING AND E-VOTING AT THE AGM

ANNEXURE

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, 2020 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, 2020 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	526	321740086	99.9998	5	580	0.0002	0	0
E-voting at the AGM	54	84418	100.0000	0	0	0.0000	0	0
Total	580	321824504	99.9998	5	580	0.0002	0	0

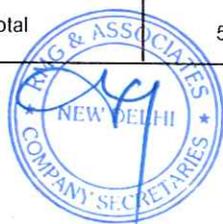
Item No.2: Appointment of Mr. Chandra Shekhar Nopany (DIN: 00014587), who retires by rotation and, being eligible, offers himself for re-appointment, as a Director. **(Ordinary Resolution)**

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	493	305509958	99.3913	31	1871047	0.6087	1	2468729
E-voting at the AGM	54	84418	100.0000	0	0	0.0000	0	0
Total	547	305594376	99.3915	31	1871047	0.6085	1	2468729

SPECIAL BUSINESS

Item No.3: 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	519	321949189	99.9992	12	2691	0.0008	1	2468729
E-voting at the AGM	54	84418	100.0000	0	0	0.0000	0	0
Total	573	322033607	99.9992	12	2691	0.0008	1	2468729



Item No.4: Approval of appointment of Mr. Gaurav Mathur (DIN: 07610237) as Whole-time Director designated as Joint Managing Director of the Company, for a period of 5 (five) years with effect from January 06, 2020. (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	511	320767162	99.6320	19	1184717	0.3680	1	2468729
E-voting at the AGM	54	84418	100.0000	0	0	0.0000	0	0
Total	565	320851580	99.6321	19	1184717	0.3679	1	2468729

Item No.5: Appointment of Mr. Pradeep Jyoti Banerjee (DIN: 02985965) as an Independent Director of the Company, for a term of 5 (five) consecutive years from December 01, 2019 to November 30, 2024. (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	515	321684210	99.9169	15	267669	0.0831	1	2468729
E-voting at the AGM	54	84418	100.0000	0	0	0.0000	0	0
Total	569	321768628	99.9169	15	267669	0.0831	1	2468729

Item No.6: Appointment of Mrs. Rita Menon (DIN: 00064714) as an Independent Director of the Company, for a term of 5 (five) consecutive years from September 10, 2020 to September 09, 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	515	321950114	99.9995	14	1690	0.0005	1	2468729
E-voting at the AGM	54	84418	100.0000	0	0	0.0000	0	0
Total	569	322034532	99.9995	14	1690	0.0005	1	2468729



Item No.7: Approval for payment, by way of commission, to the Non-Executive Directors of the Company during the period of 5 (five) financial years commencing from April 01, 2020. **(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	490	300338301	99.9806	26	58412	0.0194	1	2468729
E-voting at the AGM	53	79418	94.0771	1	5000	5.9229	0	0
Total	543	300417719	99.9789	27	63412	0.0211	1	2468729

Item No.8: Approval for continuation of Mr. Saroj Kumar Poddar (DIN: 00008654) as a Director of the Company, after he attains the age of seventy-five (75) years. **(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	489	312347397	99.3909	34	1914088	0.6091	1	2468729
E-voting at the AGM	54	84418	100.0000	0	0	0.0000	0	0
Total	543	312431815	99.3911	34	1914088	0.6089	1	2468729

CS Manish Gupta
FCS No: 5123, CP No: 4095

Partner
RMG & Associates, Company Secretaries

Place: New Delhi

Date : September 10, 2020

UDIN: F005123B000682624



Countersigned By:
For Chambal Fertilisers and Chemicals Limited

Manish

Rajveer Singh
Vice President - Legal & Company Secretary