



CHAMBAL FERTILISERS AND CHEMICALS LIMITED

Declaration of Results of Remote E-voting and Voting at 32nd Annual General Meeting held on September 15, 2017

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 by electronic means using an electronic voting system from a place other than venue of Annual General Meeting ("Remote E-voting") on all the items/resolutions mentioned in the Notice dated August 09, 2017 of 32nd Annual General Meeting ("AGM") of the Company held at 1030 Hours on Friday, September 15, 2017 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(s) through Remote E-voting were also provided with the facility to cast their vote(s) through ballot paper at the AGM.

The Board of Directors had appointed Mr. Manish Gupta, Partner, RMG & Associates, Company Secretaries in whole time practice to scrutinise the voting at AGM and Remote E-voting process in fair and transparent manner. Based on the Scrutiniser's Report dated September 16, 2017 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 financial statements of the Company for the financial year ended March 31, 2017 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, 2017 and report of the Auditors thereon. (ORDINARY RESOLUTION)	313243661	100.00	333	0.00	5265	Passed by Majority
2.	ITEM No. 2 Declaration of dividend on equity shares for the financial year ended March 31, 2017. (ORDINARY RESOLUTION)	313243899	100.00	333	0.00	5265	Passed by Majority
3.	ITEM No. 3 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)	281394726	94.85	15290611	5.15	5265	Passed by Majority
4.	ITEM No. 4 Appointment of M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016), as Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the thirty seventh Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors. (ORDINARY RESOLUTION)	313168826	99.98	75118	0.02	5265	Passed by Majority

5.	ITEM No. 5 Ratification of remuneration payable to M/s. K.G. Goyal & Associates, Cost Auditors (Registration No. 000024). (ORDINARY RESOLUTION)	313241335	100.00	2299	0.00	5265	Passed by Majority
6.	ITEM No. 6 Appointment of Mr. Nimesh Nagindas Kampani (DIN: 00009071) as an Independent Director of the Company to hold office for a term of 3 (three) consecutive years from September 15, 2017 to September 14, 2020. (ORDINARY RESOLUTION)	312888474	99.89	355090	0.11	5265	Passed by Majority
7.	ITEM No. 7 Re-appointment of Mr. Marco Philippus Ardeshir Wadia (DIN: 00244357) as an Independent Director of the Company to hold office for a further term of 5 (five) consecutive years, that is, upto September 14, 2022. (SPECIAL RESOLUTION)	299202006	95.52	14041788	4.48	5265	Passed by Requisite Majority
8.	ITEM No. 8 Re-appointment of Ms. Radha Singh (DIN: 02227854) as an Independent Director of the Company to hold office for a further term of 5 (five) consecutive years, that is, upto September 14, 2022. (SPECIAL RESOLUTION)	312924214	99.90	316514	0.10	5265	Passed by Requisite Majority
9.	ITEM No. 9 Approval to make offer or invitation for subscription of Non-convertible Debentures aggregating upto Rs. 500 crore, on private placement basis. (SPECIAL RESOLUTION)	313242850	100.00	1294	0.00	5265	Passed by Requisite Majority

I declare that all the resolutions pertaining to the aforesaid items of business set out in the Notice dated August 09, 2017 of the 32nd Annual General Meeting of members of the Company have been passed with requisite majority.

for **Chambal Fertilisers and Chemicals Limited**



Anil Kapoor
Chairman of the 32nd Annual General Meeting of
Chambal Fertilisers and Chemicals Limited

Date: September 16, 2017

RMG & ASSOCIATES

Company Secretaries

SCRUTINISER'S REPORT

To,
The Chairman of the 32nd Annual General Meeting ("AGM") of the Equity Shareholders of Chambal Fertilisers and Chemicals Limited held on Friday, September 15, 2017 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 Company to scrutinize the Remote E-voting (defined hereinafter) process and voting at the AGM.

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, Chambal Fertilisers and Chemicals Limited (herein after shall be referred as "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 venue of AGM ("Remote E-voting").
2. The Company has completed dispatch of the notice of AGM dated August 9, 2017 along with Proxy Form, Attendance Slip and route map of the venue of AGM ("AGM Notice") on Monday, August 21, 2017. The aforesaid documents have been mailed electronically to those members who have registered their email addresses with the Company or their depository participant and in physical form to the members who have not registered their email addresses as specified above or requested for a physical copy thereof.
3. The Company has published on August 22, 2017, an advertisement about the dispatch of AGM Notice in Mint (English Newspaper - All Editions) and Dainik Bhaskar (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. September 8, 2017 were entitled to avail the facility of Remote E-voting as well as voting at the AGM in respect of the items / resolutions (item nos.1 to 9) as set out in the AGM Notice.



5. In terms of the AGM Notice, Remote E-voting commenced on Monday, September 11, 2017 (0900 Hours) and ended at 1700 Hours on Thursday, September 14, 2017. At the end of the Remote E-voting period, Remote E-voting facility was blocked by NSDL forthwith.
6. The Company has also provided voting through ballot paper to the members present at the AGM who had not casted their votes through Remote E-voting.
7. One (1) empty ballot box, kept for voting at AGM through ballot paper, was locked and sealed, in the presence of members and proxies.
8. The ballot box having votes cast at AGM through ballot paper was opened immediately after the conclusion of voting at the AGM through ballot paper in the presence of two witnesses viz. Mr. Ankur Bansal, R/o. M/s Laxmi Narayan Ashok Kumar, 33-A, Old Anaj Mandi, Sonapat, Haryana -131001 and Mr. Parth Tripathi, R/o. 143, Bharat Appts., Sector-13, Rohini, Delhi-110085 and the votes casted at the AGM through ballot paper were counted. The witnesses have signed below in confirmation of the ballot box being opened in their presence.

Ankur Bansal

Witness 1: Ankur Bansal

Parth Tripathi

Witness 2: Parth Tripathi

9. Thereafter 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, 33-A, Old Anaj Mandi, Sonapat, Haryana -131001 and Mr. Parth Tripathi R/o 143, Bharat Appts., Sector-13, Rohini, Delhi-110085 not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Ankur Bansal

Witness 1: Ankur Bansal

Parth Tripathi

Witness 2: Parth Tripathi

10. The results of Remote E-voting and voting at AGM through ballot paper are attached as **Annexure-I** hereto.
11. Based on the aforesaid results, Six (6) Ordinary Resolutions and Three (3) Special Resolutions 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 AGM.

Thanking You,

Yours Truly,



Manish Gupta

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

Place: New Delhi

Dated: September 16, 2017

Countersigned by:

Anil Kapoor

**Anil Kapoor
Chairman of 32nd 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 financial statements of the Company for the financial year ended March 31, 2017 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, 2017 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	305	313185928	100.00	5	283	0.00	0	0
Voting at AGM through ballot paper	90	57733	99.91	1	50	0.09	13	5265
Total	395	313243661	100.00	6	333	0.00	13	5265

Item No.2: Declaration of Dividend on equity shares for the financial year ended March 31, 2017. (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	309	313186166	100.00	5	283	0.00	0	0
Voting at AGM through ballot paper	90	57733	99.91	1	50	0.09	13	5265
Total	399	313243899	100.00	6	333	0.00	13	5265

Item No.3: 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	255	281337093	94.85	50	15290561	5.15	0	0
Voting at AGM through ballot paper	89	57633	99.91	1	50	0.09	13	5265
Total	344	281394726	94.85	51	15290611	5.15	13	5265



Item No.4: Appointment of M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016), as Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the thirty seventh Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors. (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	288	313110993	99.98	20	75118	0.02	0	0
Voting at AGM through ballot paper	91	57833	100.00	0	0	0.00	13	5265
Total	379	313168826	99.98	20	75118	0.02	13	5265

SPECIAL BUSINESS

Item No.5: Ratification of remuneration payable to M/s. K.G. Goyal & Associates, Cost Auditors (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	288	313183602	100.00	19	2249	0.00	0	0
Voting at AGM through ballot paper	90	57733	99.91	1	50	0.09	13	5265
Total	378	313241335	100.00	20	2299	0.00	13	5265

Item No.6: Appointment of Mr. Nimesh Nagindas Kampani (DIN: 00009071) as an Independent Director of the Company to hold office for a term of 3 (three) consecutive years from September 15, 2017 to September 14, 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	290	312830741	99.89	16	355040	0.11	0	0
Voting at AGM through ballot paper	90	57733	99.91	1	50	0.09	13	5265
Total	380	312888474	99.89	17	355090	0.11	13	5265



Item No.7: Re-appointment of Mr. Marco Philippus Ardeshir Wadia (DIN: 00244357) as an Independent Director of the Company to hold office for a further term of 5 (five) consecutive years, that is, upto September 14, 2022. (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	277	299144273	95.52	32	14041738	4.48	0	0
Voting at AGM through ballot paper	90	57733	99.91	1	50	0.09	13	5265
Total	367	299202006	95.52	33	14041788	4.48	13	5265

Item No.8: Re-appointment of Ms. Radha Singh (DIN: 02227854) as an Independent Director of the Company to hold office for a further term of 5 (five) consecutive years, that is, upto September 14, 2022. (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	289	312866481	99.90	17	316464	0.10	0	0
Voting at AGM through ballot paper	90	57733	99.91	1	50	0.09	13	5265
Total	379	312924214	99.90	18	316514	0.10	13	5265

Item No. 9: Approval to make offer or invitation for subscription of Non-convertible Debentures aggregating upto Rs 500 crore, on private placement basis. (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	298	313185117	100.00	13	1244	0.00	0	0
Voting at AGM through ballot paper	90	57733	99.91	1	50	0.09	13	5265
Total	388	313242850	100.00	14	1294	0.00	13	5265

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

Place: New Delhi
Date: September 16th, 2017

Countersigned By:

Anil Kapoor

Anil Kapoor
Chairman of the 32nd Annual General Meeting of
Chambal Fertilisers and Chemicals Limited