CHAMBAL FERTILISERS AND CHEMICALS LIMITED

Declaration of Results of Remote E-voting and Voting at 31 ST Annual General Meeting held on September 22, 2016

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 venue of Annual General Meeting ("Remote E-voting") on all the items / resolutions mentioned in the Notice dated August 10, 2016 of 31st Annual General Meeting ("AGM") of the Company held at 1030 Hours on Thursday, September 22, 2016 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 through Remote E-voting were also provided with the facility to cast their vote 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 scrutinize the voting and Remote E-voting process in fair and transparent manner. Based on the Scrutinizer 's Report dated September 22, 2016 on Remote E-voting and voting at the AGM through ballot paper, the results of the voting are as follows:-

		Votes in Favour		Votes Against		Invalid Votes	
S. No	Particulars & Type of Resolution	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)	Result Declared
1.	**ITEM No. 1** Receive, consider and adopt: a) the audited financial statements of the Company for the financial year ended March 31, 2016 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, 2016 and report of the Auditors thereon. **(ORDINARY RESOLUTION)**	303973697	100.00	350	0.00	678834	**Passed by Majority**
2.	**ITEM No. 2** Declaration of dividend on equity shares for the financial year ended March 31, 2016. **(ORDINARY RESOLUTION)**	304288289	100.00	4041	0.00	678834	**Passed by Majority**
3.	**ITEM No. 3** Re-appointment of Mr. Shyam Sunder Bhartia (DIN 00010484) as Director, who retires by rotation . **(ORDINARY RESOLUTION)**	285608866	93.86	18685932	6.14	678834	**Passed by Majority**
4.	**ITEM No. 4** Appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Registration No. 301003E/E300005), as Auditors of the Company to hold office from the conclusion of this AGM until conclusion of Thirty Second AGM of the Company, at such remuneration as may be fixed by the Board of Directors. **(ORDINARY RESOLUTION)**	304183050	99.96	112230	0.04	678834	**Passed by Majority**

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5.	**ITEM No. 5** Appointment of M/s. Singhi & Co., Chartered Accountants (Registration No. 302049E), as Branch Auditors for Shipping Business of the Company to hold office from the conclusion of this AGM until conclusion of Thirty Second AGM of the Company, at such remuneration as may be fixed by the Board of Directors. **(ORDINARY RESOLUTION)**	304178835	99.96	112045	0.04	678834	**Passed by Majority**
6.	**ITEM No. 6** Approval for re-appointment of Mr. Anil Kapoor (DIN 00032299) as Managing Director of the Company. **(ORDINARY RESOLUTION)**	299149762	98.31	5141636	1.69	678834	**Passed by Majority**
7.	**ITEM No. 7** Approval for remuneration payable to M/s. K.G. Goyal & Associates, Cost Auditors (Registration No.000024). **(ORDINARY RESOLUTION)**	304292964	100.00	1766	0.00	678834	**Passed by Majority**
8.	**ITEM No. 8** Approval to make offer or invitation for subscription of non- convertible debentures, on private placement basis.**(SPECIAL RESOLUTION)**	303608421	99.77	686559	0.23	678834	**Passed by Requisite Majority**
9.	**ITEM No. 9** Approval for conversion of loans into equity shares of the Company as per strategic debt restructuring scheme of Reserve Bank of India. **(SPECIAL RESOLUTION)**	298566428	98.34	5044985	1.66	678834	**Passed by Requisite Majority**

I declare that all the proposals / resolutions set out in the Notice dated August 10, 2016 of the 31st 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 31st Annual General Meeting of
Chambal Fertilisers and Chemicals Limited

CHAMBAL FERTILISERS & CHEMICALS LTD. GADEPAN Distt. Kota (Rajasthan)

Place: Gadepan
Date: September 22, 2016