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**Report of Scrutinizer**

To,

**Chairman of the 29<sup>th</sup> Annual General Meeting of  
Equity Shareholders of Chambal Fertilisers and Chemicals Limited  
to be 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,

I, M.L. Patodi, Advocate, have been appointed by the Board of Directors of M/s. Chambal Fertilisers and Chemicals Limited (the Company) at its meeting held on May 9, 2014 as Scrutinizer to scrutinize the electronic voting (e-Voting) process in respect of items / resolutions contained in the notice dated August 8, 2014 of the 29<sup>th</sup> Annual General Meeting ("AGM Notice") of the Company scheduled to be held at 1030 Hours on Thursday, September 18, 2014 at the Registered Office of the Company at Gadepan, District, Kota, Rajasthan, PIN – 325 208.

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 Listing Agreement with the Stock Exchanges, the Company has made arrangement with National Securities Depository Limited for providing e-Voting facility to its members.
2. In pursuance of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published on August 14, 2014 an advertisement about the despatch of AGM Notice in The Economic Times (English Newspaper - Jaipur Edition) and Rajasthan Patrika (Hindi Newspaper - Kota Edition).
3. The members of the Company as on the "cut off" date i.e. August 1, 2014 were entitled to vote on the items of items / resolutions (item no.1 to 13) as set out in the AGM Notice.
4. In terms of the AGM Notice, e-Voting was open from Friday, September 12, 2014 (1000 Hours) to Monday, September 15, 2014 (upto 1000 Hours).
5. The votes were unblocked on September 15, 2014 in the presence of two witnesses - Ms. Ritu G P Das R/o 5, Ext., Vallabh Nagar, Kota 324 007 and Ms. Neha Jain, R/o 23, Ext. Vallabh Nagar, Kota 324 007 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Ritu G P Das*

Witness 1: Ritu G P Das

*Neha Jain*

Witness 2: Neha Jain

6. The particulars of voting and other requisite details have been entered in a separate Register maintained electronically for the purpose.

7. The result of e-Voting is as under:

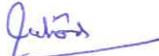
Item No. of AGM Notice	Particulars & Type of Resolution	Votes in Favour			Votes Against			Invalid Votes	
		No. of members	No. of Votes	%	No. of members	No. of Votes	%	No. of members	No. of Votes
1.	Receive, consider and adopt the audited financial statements of the Company for the Financial Year 2013-14 and the reports of Board of Directors and Auditors thereon (ORDINARY RESOLUTION)	158	274289160	100.00	4	1301	0.00	17	15694291
2.	Declaration of Dividend on Equity Shares (ORDINARY RESOLUTION)	162	277040360	100.00	2	101	0.00	18	15694292
3.	Re-appointment of Mr.Chandra ShekharNopany (DIN 00014587) as Director (ORDINARY RESOLUTION)	146	274053892	99.11	13	2455744	0.89	18	15694292
4.	Appointment of M/s. S.R. Batliboi& Co. LLP, Chartered Accountants, (Registration No. 301003E) as Statutory Auditors of the Company and to fix their remuneration. (ORDINARY RESOLUTION)	158	274289160	99.01	6	2751301	0.99	18	15694292
5.	Appointment of M/s. Singhi& Co., Chartered Accountants, (Registration No. 302049E) as Branch Auditors for Shipping Business of the Company and to fix their remuneration. (ORDINARY RESOLUTION)	157	277038830	100.00	4	1201	0.00	18	15694292
6.	Approval for not filling the vacancy for the time being caused by retirement of Mr Ram NathBansal (DIN 00270908) (ORDINARY RESOLUTION)	149	274286860	99.01	11	2752201	0.99	18	15694292
7.	Appointment of Mr Marco PhilippusArdeshirWadia (DIN 00244357) as an Independent Director (ORDINARY RESOLUTION)	146	271832487	98.12	15	5207324	1.88	18	15694292
8.	Appointment of Mr.DipankarBasu (DIN 00009653) as an Independent Director (ORDINARY RESOLUTION)	134	263018760	94.94	29	14021351	5.06	18	15694292
9.	Appointment of Mr.KashiNathMemani (DIN 00020696) as an Independent Director (ORDINARY RESOLUTION)	147	274258998	99.00	13	2780333	1.00	18	15694292
10.	Appointment of Ms.Radha Singh (DIN 02227854) as an Independent Director (ORDINARY RESOLUTION)	153	277010278	99.99	10	30133	0.01	18	15694292
11.	Approval of remuneration payable to M/s.K G Goyal& Associates, Cost Auditors (Registration No.000024) (ORDINARY RESOLUTION)	153	277036335	100.00	10	4101	0.00	18	15694292
12.	Approval of the borrowing powers / limits of the Board of Directors of the Company	151	274286360	99.01	12	2753951	0.99	18	15694292

13.	Approval to make offer or invitation for subscription of Non-Convertible Debentures, on private placement basis. (SPECIAL RESOLUTION)	158	277038790	100.00	8	1801	0.00	18	15694292
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8. I will return the registers and all other papers relating to e-Voting to the Company after the Chairman of the meeting considers, approves and signs the minutes of the Annual General Meeting.

Thanking You,

Yours Truly,



**M.L. Patodi**  
**Advocate**

Place: Gadepan

Date: September 17, 2014