



## CHAMBAL FERTILISERS AND CHEMICALS LIMITED

### DECLARATION OF RESULTS OF REMOTE E-VOTING AND VOTING AT 30<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON SEPTEMBER 15, 2015

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 listing agreement with the Stock Exchanges, 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 July 31, 2015 of 30th Annual General Meeting ("AGM") of the Company held at 1030 Hours on Tuesday, September 15, 2015 in the Multi-purpose Hall at the Registered Office of the Company at Gadepan Dist. 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.

Based on the Scrutiniser's Report on Remote E-voting and voting at the AGM through ballot paper, dated September 16, 2015, the results of the voting are as follows:-

Item No. of AGM Notice	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.	Receive, consider and adopt: a) the audited financial statements of the Company for the Financial Year ended March 31, 2015 and the reports of Board of Directors and Auditors thereon; and b) the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2015 and report of the Auditors thereon (ORDINARY RESOLUTION)	307,799,827	99.9999	301	0.0001	534,740	Passed by Majority
2.	Declaration of Dividend on Equity Shares (ORDINARY RESOLUTION)	308,321,313	100.00	101	0.00	534,740	Passed by Majority
3.	Re-appointment of Mr. Saroj Kumar Poddar (DIN 00008654) as Director, who retires by rotation (ORDINARY RESOLUTION)	291,345,980	94.4944	16,974,852	5.5056	534,740	Passed by Majority
4.	Ratification of appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Registration No. 301003E), as Statutory Auditors of the Company. (ORDINARY RESOLUTION)	307,918,222	99.8701	400,642	0.1299	534,740	Passed by Majority

Item No. of AGM Notice	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)	
5.	Ratification of appointment of M/s. Singhi & Co., Chartered Accountants (Registration No. 302049E), as Branch Auditors for Shipping Business of the Company. (ORDINARY RESOLUTION)	308,318,686	99.9998	541	0.0002	534,740	Passed by Majority
6.	Appointment of Mr. Aditya Narayan (DIN 00012084) as an Independent Director (ORDINARY RESOLUTION)	308,317,145	99.9995	1410	0.0005	534,740	Passed by Majority
7.	Approval for payment of commission to Non-Executive Directors (SPECIAL RESOLUTION)	308,314,390	99.9986	4,284	0.0014	534,740	Passed by Requisite Majority
8.	Approval for re-appointment of Mr. Anil Kapoor (DIN 00032299) as Managing Director of the Company (ORDINARY RESOLUTION)	308,316,325	99.9993	2,080	0.0007	534,740	Passed by Majority
9.	Approval for remuneration payable to M/s. K.G. Goyal & Associates, Cost Auditors (Registration No.000024). (ORDINARY RESOLUTION)	308,318,444	99.9998	540	0.0002	534,680	Passed by Majority
10.	Approval for sale and transfer of textile business of the Company i.e. Birla Textile Mills to Sutlej Textiles and Industries Limited (ORDINARY RESOLUTION)	292,506,577	99.9991	2,511	0.0009	434,740	Passed by Majority
11.	Approval for adoption of new Articles of Association of the Company (SPECIAL RESOLUTION)	305,718,276	99.8335	509,966	0.1665	534,740	Passed by Requisite Majority
12.	Approval of revised CFCL Employees Stock Option Scheme 2010 ("ESOS 2010") and implementation of ESOS 2010 through CFCL Employees Welfare Trust (SPECIAL RESOLUTION)	296,522,793	96.1740	11,796,391	3.8260	534,740	Passed by Requisite Majority
13.	Approval of acquisition of equity shares of the Company by CFCL Employees Welfare Trust ("Trust") from secondary market and grant of loan to the Trust. (SPECIAL RESOLUTION)	296,522,411	96.1740	11,796,291	3.8260	534,740	Passed by Requisite Majority

Item No. of AGM Notice	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)	
14.	Approval to make offer or invitation for subscription of Non-Convertible Debentures on private placement basis (SPECIAL RESOLUTION)	308,318,299	99.9998	703	0.0002	534,640	Passed by Requisite Majority

I declare that all the proposals / resolutions set out in the Notice of the 30<sup>th</sup> 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 30<sup>th</sup> Annual General Meeting of**  
**Chambal Fertilisers and Chemicals Limited**

**Place: Gadepan**  
**Date: September 16, 2015**

**M.L. PATODI (Jain)**

B. Com., L.L.B.  
Advocate & Income Tax, Sales Tax Consultant

**Kota Office :**

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Phone 2363478

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**Consolidated Scrutiniser's Report**

To,  
**The Chairman of the 30<sup>th</sup> Annual General Meeting ("AGM") of the  
Equity Shareholders of Chambal Fertilisers and Chemicals Limited ("the Company")  
held on Tuesday, September 15, 2015 at 1030 Hours in the  
Multi-purpose Hall at the Registered Office of the Company  
at Gadepan, Distt. Kota, Rajasthan, PIN - 325208**

Dear Sir,

I, M.L. Patodi, Advocate, having my office at Patodi Bhawan, 23, Ballabh Nagar Extn., Kota 324 007 (Rajasthan) had been appointed as Scrutinizer by the Board of Directors of the Company to scrutinize the Remote E-voting (defined hereinafter) process and voting through ballot paper at the AGM, in respect of the items/ resolutions contained in the notice of AGM dated July 31, 2015 ("AGM Notice").

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 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 published on August 20, 2015, an advertisement about the despatch of AGM Notice in The Economic Times (English Newspaper - Jaipur Edition), Mint (English Newspaper - All Editions) and Dainik Bhaskar (Hindi Newspaper - Kota Edition).
3. The members of the Company as on the cut-off date i.e. September 8, 2015 were entitled to avail the facility of Remote E-voting as well as voting at the AGM on the items / resolutions (item no.1 to 14) as set out in the AGM Notice.
4. In terms of the AGM Notice, Remote E-voting commenced from Friday, September 11, 2015 (0900 Hours) and ended at 1700 Hours on Monday, September 14, 2015. At the end of the Remote E-voting period, Remote E Voting facility was blocked by NSDL forthwith.
5. The Company has also provided voting through ballot paper to the members present at the AGM (either in person or through proxy) who had not cast their vote through Remote E-voting.
6. The scrutinizer has locked and sealed the four (4) empty ballot boxes kept for voting at AGM through ballot paper, in the presence of members and proxies.



7. Immediately after the conclusion of voting at AGM through ballot paper, the ballot boxes having votes cast at AGM through ballot paper were opened in the presence of two witnesses- Ms. Ritu GP Das R/o 5, Ext., Vallabh Nagar, Kota 324 007 and Ms. Priyanka Chaudhary R/o D-72, Shri Ram Nagar Colony, Kota, Rajasthan-324004 and the votes cast at the AGM through ballot paper were counted. The witnesses have signed below in confirmation of the ballot boxes being opened in their presence.

*Ritu GP Das*

Witness 1: Ritu G P Das

*Priyanka*

Witness 2: Priyanka Chaudhary

8. Thereafter votes cast through Remote E-voting were unblocked in the presence of two witnesses - Ms. Ritu GP Das R/o 5, Ext., Vallabh Nagar, Kota 324 007 and Ms. Priyanka Chaudhary R/o D-72, Shri Ram Nagar Colony, Kota, Rajasthan-324004, not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Ritu GP Das*

Witness 1: Ritu G P Das

*Priyanka*

Witness 2: Priyanka Chaudhary

9. The results of Remote E-voting and voting at AGM through ballot paper are as under:

**ORDINARY BUSINESS**

**Item No.1:** Receive, consider and adopt:

- (a) the audited financial statements of the Company for the financial year ended March 31, 2015 and the reports of Board of Directors' and Auditors' thereon; and
- (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2015 and report of the Auditors thereon.

**(ORDINARY RESOLUTION)**

Mode of Voting	Voted in favour of Resolution			Votes 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	213	307,741,354	99.9999	3	301	0.0001	6	520,000
Voting at AGM through ballot paper	109	58,473	100	0	0	0	18	14,740
<b>Total</b>	<b>322</b>	<b>307,799,827</b>	<b>99.9999</b>	<b>3</b>	<b>301</b>	<b>0.0001</b>	<b>24</b>	<b>534,740</b>

*P. K. Das*

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

Mode of Voting	Voted in favour of Resolution			Votes 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	218	308,260,190	100	2	101	0	6	520,000
Voting at AGM through ballot paper	115	61,123	100	0	0	0	18	14,740
<b>Total</b>	<b>333</b>	<b>308,321,313</b>	<b>100</b>	<b>2</b>	<b>101</b>	<b>0</b>	<b>24</b>	<b>534,740</b>

**Item No.3: Re-appointment of Mr. Saroj Kumar Poddar (DIN 00008654) as Director, who retires by rotation. (ORDINARY RESOLUTION)**

Mode of Voting	Voted in favour of Resolution			Votes 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	169	291,284,907	94.4933	48	16,974,802	5.5067	6	520,000
Voting at AGM through ballot paper	114	61,073	99.9182	1	50	0.0818	18	14,740
<b>Total</b>	<b>283</b>	<b>291,345,980</b>	<b>94.4944</b>	<b>49</b>	<b>16,974,852</b>	<b>5.5056</b>	<b>24</b>	<b>534,740</b>

**Item No.4: Ratification of appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Registration No. 301003E) as Statutory Auditors of the Company. (ORDINARY RESOLUTION)**

Mode of Voting	Voted in favour of Resolution			Votes 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	208	307,857,149	99.8701	7	400,542	0.1299	6	520,000
Voting at AGM through ballot paper	114	61,073	99.8365	1	100	0.1635	18	14,740
<b>Total</b>	<b>322</b>	<b>307,918,222</b>	<b>99.8701</b>	<b>8</b>	<b>400,642</b>	<b>0.1299</b>	<b>24</b>	<b>534,740</b>

*Jat*

**Item No.5:** Ratification of appointment of M/s. Singhi & Co., Chartered Accountants, (Registration No. 302049E) as Branch Auditors for Shipping Business of the Company. (ORDINARY RESOLUTION)

Mode of Voting	Voted in favour of Resolution			Votes 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	209	308,257,463	99.9998	6	541	0.0002	6	520,000
Voting at AGM through ballot paper	116	61,223	100	0	0	0	18	14,740
<b>Total</b>	<b>325</b>	<b>308,318,686</b>	<b>99.9998</b>	<b>6</b>	<b>541</b>	<b>0.0002</b>	<b>24</b>	<b>534,740</b>

### **SPECIAL BUSINESS**

**Item No.6:** Appointment of Mr. Aditya Narayan (DIN 00012084) as an Independent Director. (ORDINARY RESOLUTION)

Mode of Voting	Voted in favour of Resolution			Votes 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	207	308,255,972	99.9996	6	1,360	0.0004	6	520,000
Voting at AGM through ballot paper	115	61,173	99.9183	1	50	0.0817	18	14,740
<b>Total</b>	<b>322</b>	<b>308,317,145</b>	<b>99.9995</b>	<b>7</b>	<b>1410</b>	<b>0.0005</b>	<b>24</b>	<b>534,740</b>

**Item No.7:** Approval for payment of commission to Non-Executive Directors. (SPECIAL RESOLUTION)

Mode of Voting	Voted in favour of Resolution			Votes 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	200	308,253,617	99.9986	15	4,284	0.0014	6	520,000
Voting at AGM through ballot paper	113	60,773	100	0	0	0	18	14,740
<b>Total</b>	<b>313</b>	<b>308,314,390</b>	<b>99.9986</b>	<b>15</b>	<b>4,284</b>	<b>0.0014</b>	<b>24</b>	<b>534,740</b>

*J. S. S.*

**Item No.8: Approval for re-appointment of Mr. Anil Kapoor (DIN 00032299) as Managing Director of the Company. (ORDINARY RESOLUTION)**

Mode of Voting	Voted in favour of Resolution			Votes 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	206	308,255,252	99.9994	6	1,980	0.0006	6	520,000
Voting at AGM through ballot paper	114	61073	99.8365	1	100	0.1635	18	14,740
<b>Total</b>	<b>320</b>	<b>308,316,325</b>	<b>99.9993</b>	<b>7</b>	<b>2080</b>	<b>0.0007</b>	<b>24</b>	<b>534,740</b>

**Item No.9: Approval for remuneration payable to M/s. K.G. Goyal & Associates, (Registration No. 000024 Cost Auditors.**

**(ORDINARY RESOLUTION)**

Mode of Voting	Voted in favour of Resolution			Votes 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	211	308,257,421	99.9999	4	440	0.0001	6	520,000
Voting at AGM through ballot paper	114	61023	99.8364	1	100	0.1636	17	14,680
<b>Total</b>	<b>325</b>	<b>308,318,444</b>	<b>99.9998</b>	<b>5</b>	<b>540</b>	<b>0.0002</b>	<b>23</b>	<b>534,680</b>

**Item No.10: Approval for sale and transfer of textile business of the Company i.e. Birla Textile Mills to Sutlej Textiles and Industries Limited. (ORDINARY RESOLUTION)**

Mode of Voting	Voted in favour of Resolution			Votes 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	206	292,445,354	99.9991	7	2,511	0.0009	5	420,000
Voting at AGM through ballot paper	116	61223	100	0	0	0	18	14,740
<b>Total</b>	<b>322</b>	<b>292,506,577</b>	<b>99.9991</b>	<b>7</b>	<b>2,511</b>	<b>0.0009</b>	<b>23</b>	<b>434,740</b>





**Item No.11: Approval for adoption of new Articles of Association of the Company. (SPECIAL RESOLUTION)**

Mode of Voting	Voted in favour of Resolution			Votes 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	204	305,657,153	99.8334	7	509,966	0.1666	6	520,000
Voting at AGM through ballot paper	115	61123	100	0	0	0	18	14,740
<b>Total</b>	<b>319</b>	<b>305,718,276</b>	<b>99.8335</b>	<b>7</b>	<b>509,966</b>	<b>0.1665</b>	<b>24</b>	<b>534,740</b>

**Item No.12: Approval of revised CFCL Employees Stock Option Scheme 2010 ("ESOS 2010") and implementation of ESOS 2010 through CFCL Employees Welfare Trust (SPECIAL RESOLUTION)**

Mode of Voting	Voted in favour of Resolution			Votes 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	172	296,461,720	96.1732	44	11,796,341	3.8268	6	520,000
Voting at AGM through ballot paper	114	61,073	99.9182	1	50	0.0818	18	14,740
<b>Total</b>	<b>286</b>	<b>296,522,793</b>	<b>96.1740</b>	<b>45</b>	<b>11,796,391</b>	<b>3.8260</b>	<b>24</b>	<b>534,740</b>

**Item No.13: Approval of acquisition of equity shares of the Company by CFCL Employees Welfare Trust ("Trust") from secondary market and grant of loan to the Trust. (SPECIAL RESOLUTION)**

Mode of Voting	Voted in favour of Resolution			Votes 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	170	296,461,188	96.1732	44	11,796,291	3.8268	6	520,000
Voting at AGM through ballot paper	116	61,223	100	0	0	0	18	14,740
<b>Total</b>	<b>286</b>	<b>296,522,411</b>	<b>96.1740</b>	<b>44</b>	<b>11,796,291</b>	<b>3.8260</b>	<b>24</b>	<b>534,740</b>

*Handwritten signature/initials in blue ink.*

**Item No.14: Approval to make offer or invitation for subscription of non-convertible debentures on private placement basis. (SPECIAL RESOLUTION)**

Mode of Voting	Voted in favour of Resolution			Votes 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	209	308,257,326	99.9998	7	703	0.0002	6	520,000
Voting at AGM through ballot paper	113	60,973	100	0	0	0	17	14,640
<b>Total</b>	<b>322</b>	<b>308,318,299</b>	<b>99.9998</b>	<b>7</b>	<b>703</b>	<b>0.0002</b>	<b>23</b>	<b>534,640</b>

I will return the registers and all other papers relating to Remote 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,

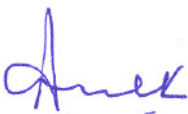


**M.L. Patodi**  
**Scrutiniser**

Place: Kota

Date: September 16, 2015

**Countersigned by:**



**Anil Kapoor**  
**Chairman of 30<sup>th</sup> Annual General Meeting of the**  
**Equity Shareholders of Chambal Fertilisers and Chemicals Limited**