CHAMBAL FERTILISERS AND CHEMICALS LIMITED

Announcement of Result of voting conducted by Postal Ballot

Pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable law for the time being in force, approval of the members of the Company was sought by way of Postal Ballot including voting through electronic means ("e-voting") on the special resolution proposed in Postal Ballot Notice dated March 14, 2016, as described below:

Special Resolution to approve the sale, assignment, transfer and delivery by ISGN Corporation, a material subsidiary of the Company, of its entire shareholding in ISGN Solutions, Inc. (a subsidiary of ISGN Corporation and downstream subsidiary of the Company) to Firstsource Group USA, Inc.

Mr. Manish Gupta, Partner of RMG & Associates, Company Secretaries, in whole time practice was appointed as Scrutinizer for conducting the Postal Ballot process in fair and transparent manner.

As per Scrutinizer's Report dated May 5, 2016, the following result of Postal Ballot is announced:

Particulars	**Voting Details**
Total Postal Ballot Forms received and e-voting	1823
Less : Invalid Postal Ballot Forms received and e-voting	261
Total Valid Postal Ballot Forms received and e-voting	**1562**
Total No. of Valid Votes	**304768147**
No. of Votes with Assent for the Resolution	304360678
No. of Votes with Dissent for the Resolution	407469
Percentage of Votes in favour to Total valid votes	**99.87**
Percentage of Votes Against to Total valid votes	0.13

I declare that the Special Resolution set out in the Postal Ballot Notice dated March 14, 2016 has been passed with requisite majority.

for **Chambal Fertilisers and Chemicals Limited**

Anil Kapoor
Managing Director

Place: New Delhi
Date: May 05, 2016

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Regd. Office : Gadepan, District Kota, Rajasthan - 325 208

RMG & ASSOCIATES

Company Secretaries

SCRUTINIZER'S REPORT

To,
The Managing Director
Chambal Fertilisers and Chemicals Limited
Gadepan, District - Kota,
Rajasthan - 325208

Dear Sir,

The Board of Directors of the Company at its meeting held on March 14, 2016 has appointed me as Scrutinizer to conduct the Postal Ballot process in respect of the Special Resolution proposed in the Postal Ballot Notice dated March 14, 2016 (hereinafter referred to as **"Postal Ballot Notice"**), as described below:

Type and description of the Special Resolution
Special Resolution to approve the sale, assignment, transfer and delivery by ISGN Corporation, a material subsidiary of the Company, of its entire shareholding in ISGN Solutions, Inc. (a subsidiary of ISGN Corporation and downstream subsidiary of the Company) to Firstsource Group USA, Inc.

I hereby submit my report on the voting on the Special Resolution proposed in the Postal Ballot Notice, 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 ("Listing Regulations"), the Company has made arrangement with National Securities Depository Limited ("NSDL") for providing facility of voting through electronic means ("e-voting") to its members. The members of the Company had option to cast their vote either through e-voting or by physical postal ballot form.

2. The Company has completed dispatch of Postal Ballot Notice along with postal ballot form and postage prepaid self-addressed business reply envelope (in case of documents sent in physical form) on April 02, 2016. 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.

207, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi-110005, www.rmgcs.com
Phone: 9212221110, 9868113870, 28752857; T.Fax : 45042509 ; E-Mail : info@rmgcs.com

3. The Company has published an advertisement on April 03, 2016, about the dispatch of Postal Ballot Notice in The Financial Express (English Newspaper – All Editions), The Times of India (English Newspaper – Jaipur Edition) and Dainik Navjyoti (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 as on March 25, 2016 were entitled to vote on the Special Resolution as set out in the Postal Ballot Notice.

5. The votes exercised through e-voting from April 04, 2016 (0900 Hours) to May 03, 2016 (1700 Hours) and all physical postal ballot forms received till May 03, 2016 (1700 Hours), being the last date for e-voting and receipt of postal ballot forms, were considered for my scrutiny.

6. The votes cast through e-voting were unblocked on May 03, 2016 in the presence of two witnesses, Mr. Manish Kumar R/o 170-B, Pocket – 1, Mayur Vihar, Phase – I, New Delhi - 110091 and Mr. Ankur Bansal R/o M/s Laxmi Narayan Ashok Kumar, 33-A, Old Anaj Mandi, Sonepat, Haryana – 131001, who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

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Witness 1:	**Witness 2:**

7. The physical postal ballot forms were duly opened in my presence.

8. The envelopes containing postal ballot forms, if any, received after May 03, 2016 (1700 hours) were not considered for my scrutiny.

9. The physical ballot papers received and votes cast through e-voting were matched with the Register of Members / list of beneficial owners of the Company as on March 25, 2016.

10. The votes cast through physical ballot forms and e-voting were scrutinised by me for verification of votes cast in favour and against the resolution.

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

RMG & ASSOCIATES NEW DELHI COMPANY SECRETARIES

12. The details of the voting are as under:

a) Voting through Postal Ballot Forms:

Particulars	**No. of postal ballot forms**	**No. of equity shares**
Total Postal Ballot Forms received	**1472**	**630201**
Less : Invalid Postal Ballot Forms	**258**	**92985**
Total Valid Postal Ballot Forms	**1214**	**537216**
Votes with Assent for the Resolution	**1160**	**519229**
Votes with Dissent for the Resolution	**54**	**17987**

b) Voting through Electronic Mode (e-voting):

Particulars	**No. of members**	**No. of equity shares**
Votes cast through e-voting	**351**	**304284773**
Less : Invalid votes	**3**	**53842**
Total Number of Valid Votes	**348**	**304230931**
Votes with Assent for the Resolution	**321**	**303841449**
Votes with Dissent for the Resolution	**27**	**389482**

13. **The consolidated summary of valid Votes (voting through physical postal ballot forms and e-voting) is as under:**

Particulars	**No. of members**	**No. of equity shares**	**% of valid votes received**
Total Valid Votes	**1562**	**304768147**	**100**
Votes with Assent for the Resolution	**1481**	**304360678**	**99.87**
Votes with Dissent for the Resolution	**81**	**407469**	**0.13**

RMG & ASSOCIATES NEW DELHI COMPANY SECRETARIES

14. Details of voting (through physical postal ballot forms and e-voting) as per Regulation 44(3) of the Listing Regulations are as under:

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	236753093	235375836	99.42	235375836	0	100	0
	Postal Ballot		0	0.00	0	0	0	0
	Total		235375836	99.42	235375836	0	100	0
Public – Institutions	E-Voting	87943461	68269250	77.63	67886550	382700	99.44	0.56
	Postal Ballot		0	0.00	0	0	0	0
	Total		68269250	77.63	67886550	382700	99.44	0.56
Public- Non Institutions	E-Voting	91511298	585845	0.64	579063	6782	98.84	1.16
	Postal Ballot		537216	0.59	519229	17987	96.65	3.35
	Total		1123061	1.23	1098292	24769	97.79	2.21
Total		416207852	304768147	73.22	304360678	407469	99.87	0.13

15. The special resolution as set out in the postal ballot notice has been approved by the shareholders with requisite majority.

16. You may kindly declare the result of voting by Postal Ballot in respect of the Special Resolution mentioned in the Postal Ballot Notice.

For RMG & Associates
Company Secretaries

CS Manish Gupta 5/5/2016
Partner
FCS – 5123, C.P NO. – 4095

Date: 05-05-2016
Place: New Delhi

Countersigned by:

For Chambal Fertilisers and Chemicals Ltd.

ANIL KAPOOR
Managing Director