

RMG & ASSOCIATES

Company Secretaries

SCRUTINISER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014]

The Chairman of the Thirty-sixth Annual General Meeting ("AGM") of the Equity Shareholders of Chambal Fertilisers and Chemicals Limited held on Thursday, September 16, 2021 at 10.30 A.M. Indian Standard Time ("IST") through video conferencing ("VC") / other audio visual means ("OAVM").

Dear Sir,

I, Manish Gupta, Partner, RMG & Associates, Company Secretaries in whole time practice having office at 207, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi-110005 has been appointed as Scrutiniser by the Board of Directors of **Chambal Fertilisers and Chemicals Limited ("the Company")**, to scrutinise the remote e-Voting process and voting in the AGM, in a fair and transparent manner.

I hereby submit my report as under:

1. In terms of the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility of casting the votes by the members through voting by electronic means ("e-Voting"). The Company has engaged National Securities Depository Limited ("NSDL") to provide the facility of remote e-Voting to the members and the facility of e-Voting to the members participating in the AGM through VC/OAVM.
2. In pursuance of the General Circular no. 20/2020 dated May 05, 2020 read with General Circular no. 14/2020 dated April 08, 2020, General Circular no. 17/2020 dated April 13, 2020 and General Circular no. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "MCA Circulars"), the Company published advertisement in 'The Economic Times' (English Newspaper - All Editions) and 'Rajasthan Patrika' (Hindi Newspaper - Kota Edition) on Tuesday, August 10, 2021.
3. In pursuance of the MCA Circulars and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India, the notice of AGM dated August 06, 2021 ("AGM Notice") and Annual Report of the Company for the financial year 2020-21 ("Annual Report") have been sent through e-mail on Thursday, August 19, 2021, to those members of the Company whose email addresses were registered with the Company or the depositories/depository participants.



4. The Company duly published advertisements, about the completion of mailing of AGM Notice and Annual Report in 'The Economic Times' (English Newspaper – All Editions) and 'Dainik Bhaskar' (Hindi Newspaper-Kota Edition) on Friday, August 20, 2021.
5. 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 dematerialized form) as on the cut-off date i.e. Thursday, September 09, 2021 were entitled to avail the facility of remote e-Voting as well as e-Voting in the AGM through e-Voting system in respect of the items/ resolutions (item nos. 1 to 6) as set out in the AGM Notice.
6. In terms of the AGM Notice, the remote e-Voting commenced at 09.00 A.M. IST on Saturday, September 11, 2021 and ended at 5.00 P.M. IST on Wednesday, September 15, 2021. At the end of the remote e-Voting period, the remote e-Voting facility was blocked by NSDL forthwith.
7. The Company has also provided the facility of e-Voting to the members who have participated in the AGM through VC/OAVM and who did not cast their vote through remote e-Voting.
8. After the conclusion of e-Voting at the AGM, the votes cast by the members through e-Voting in the AGM and remote e-Voting were unblocked in the presence of two witnesses viz. Ms. Srishti Tayal, R/o. D-14/156, Sector-7, Rohini, Delhi - 110085 and Mr. Aniesh Mahindru, R/o. 404, New Modern Apartments, Plot No. 26/2, Sector-9, Rohini, Delhi – 110085, not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Srishti Tayal

(Signature of witness)
Witness 1: Srishti Tayal

Aniesh Mahindru

(Signature of witness)
Witness 2: Aniesh Mahindru

9. The results of remote e-Voting and e-Voting in the AGM are as given in the **Annexure** attached hereto.
10. Based on the aforesaid results, Four (4) Ordinary Resolutions and Two (2) Special Resolutions pertaining to the items of business set forth in the AGM Notice have been passed with requisite majority as per the provisions of the Companies Act, 2013.



11. I will return the registers and all other papers relating to remote e-Voting and e-Voting in the AGM to the Company after the Chairman of the meeting considers, approves and signs the minutes of the AGM of the Company.

Thanking You,

Yours Truly,



CS Manish Gupta 16/9/2021
FCS No.: 5123; CP No.: 4095

Partner
RMG & Associates
Company Secretaries

Place: New Delhi
Date: September 16, 2021
UDIN: F005123C000958350

Countersigned by:

For Chambal Fertilisers and Chemicals Limited



Rajveer Singh
Vice President – Legal & Company Secretary

RESULTS OF REMOTE E-VOTING AND E-VOTING IN THE AGM

ANNEXURE

ORDINARY BUSINESS

Item No.1: Receive, consider and adopt:

- a) the audited financial statements of the Company for the financial year ended March 31, 2021 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, 2021 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	897	341372747	99.9993	12	2280	0.0007	0	0
E-voting in the AGM	27	3114441	100.0000	0	0	0.0000	0	0
Total	924	344487188	99.9993	12	2280	0.0007	0	0

Item No.2: Declaration of final dividend @ Rs. 4.50 per equity share of Rs.10 each of the Company for the financial year ended March 31, 2021. **(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	903	342145571	99.9997	11	1018	0.0003	0	0
E-voting in the AGM	27	3114441	100.0000	0	0	0.0000	0	0
Total	930	345260012	99.9997	11	1018	0.0003	0	0

Item No.3: Re-appointment of Mr. Saroj Kumar Poddar (DIN: 00008654), who retires by rotation and, being eligible, offers himself for re-appointment and who had attained the age of seventy five (75) years, as a Director of the Company liable to retire by rotation.

(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	747	315546454	94.3472	153	18905974	5.6528	0	0
E-voting in the AGM	26	114441	100.0000	0	0	0.0000	0	0
Total	773	315660895	94.3491	153	18905974	5.6509	0	0



SPECIAL BUSINESS

Item No.4: Ratification of remuneration payable to M/s. K.G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024) to conduct the audit of the cost records of the Company. **(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	865	342140933	99.9984	41	5422	0.0016	0	0
E-voting in the AGM	27	3114441	100.0000	0	0	0.0000	0	0
Total	892	345255374	99.9984	41	5422	0.0016	0	0

Item No.5: Approval of appointment of Mr. Gaurav Mathur (DIN: 07610237) as Managing Director of the Company, for the period from April 16, 2021 to January 05, 2025. **(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	866	341369495	99.7730	37	776514	0.2270	0	0
E-voting in the AGM	27	3114441	100.0000	0	0	0.0000	0	0
Total	893	344483936	99.7751	37	776514	0.2249	0	0

Item No.6: Approval for continuation of Ms. Radha Singh (DIN: 02227854) as an Independent Director of the Company, after she attains the age of seventy five (75) years, upto the completion of her tenure on 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	729	292587041	85.5152	175	49559106	14.4848	0	0
E-voting in the AGM	27	3114441	100.0000	0	0	0.0000	0	0
Total	756	295701482	85.6459	175	49559106	14.3541	0	0

CS Manish Gupta
FCS No. 5123, CP No: 4095

Countersigned By:

for Chambal Fertilisers and Chemicals Limited

Rajveer Singh
Vice President - Legal & Company Secretary


Partner
RMG & Associates, Company Secretaries
Place: New Delhi
Date : September 16, 2021
UDIN: F005123C000958350