



## CHAMBAL FERTILISERS AND CHEMICALS LIMITED

### Declaration of Results of Remote E-voting and Voting at Thirty-fourth Annual General Meeting held on September 28, 2019

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 the venue of Annual General Meeting ("Remote E-voting") on all the items/resolutions mentioned in the Notice dated August 26, 2019 of Thirty-fourth Annual General Meeting ("AGM") of the Company held at 1030 Hours on Saturday, September 28, 2019 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 by Remote E-voting were also provided with the facility to cast their vote through ballot paper at the AGM.

The Board of Directors of the Company had appointed Mr. Manish Gupta, Partner, RMG & Associates, Company Secretaries in whole time practice (Membership No. FCS 5123 and Certificate of Practice No. 4095) to scrutinise the voting at AGM and Remote E-voting process in a fair and transparent manner. Based on the Scrutiniser's Report dated September 29, 2019 on Remote E-voting and voting at the AGM through ballot paper, the results of the voting are as follows:-

S. No	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.	<b>ITEM No. 1</b> Receive, consider and adopt: a) the audited standalone financial statements of the Company for the financial year ended March 31, 2019 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, 2019 and report of the Auditors thereon. <b>(ORDINARY RESOLUTION)</b>	321618067	99.9995	1621	0.0005	151942	Passed by Majority
2.	<b>ITEM No. 2</b> Declaration of dividend @ Rs. 2.00 per equity share of Rs. 10 each for the financial year ended March 31, 2019. <b>(ORDINARY RESOLUTION)</b>	321880243	99.9999	326	0.0001	151942	Passed by Majority
3.	<b>ITEM No. 3</b> Appointment of Mr. Shyam Sunder Bhartia (DIN: 00010484), who retires by rotation and, being eligible, offers himself for re-appointment, as a Director. <b>(ORDINARY RESOLUTION)</b>	316059535	99.0305	3094238	0.9695	151942	Passed by Majority
4.	<b>ITEM No. 4</b> Re-appointment of Mr. Anil Kapoor (DIN: 00032299) as Managing Director of the Company for a period from February 16, 2020 to April 15, 2021.	321860988	99.9990	3081	0.0010	151942	Passed by Majority

5.	<b>ITEM No. 5</b> Ratification of remuneration payable to M/s. K.G. Goyal & Associates, Cost Auditor (Firm Registration No.000024). <b>(ORDINARY RESOLUTION)</b>	321877663	99.9992	2456	0.0008	151942	<b>Passed by Majority</b>
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I declare that all the resolutions pertaining to the aforesaid items of business set out in the Notice dated August 26, 2019 of the Thirty-fourth Annual General Meeting of members of the Company have been passed with majority.

for **Chambal Fertilisers and Chemicals Limited**




**Anil Kapoor (DIN: 00032299)**  
**Chairman of the Thirty-fourth Annual General Meeting of**  
**Chambal Fertilisers and Chemicals Limited**

**Date: September 29, 2019**

# RMG & ASSOCIATES

*Company Secretaries*

## SCRUTINISER'S REPORT

**The Chairman of the Thirty-fourth Annual General Meeting ("AGM") of the Equity Shareholders of Chambal Fertilisers and Chemicals Limited held on Saturday, September 28, 2019 at 1030 Hours in the Multi-purpose Hall at the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN - 325208**

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 have been appointed as Scrutiniser by the Board of Directors of **Chambal Fertilisers and Chemicals Limited** (hereinafter referred to as "the Company"), to scrutinise the voting at AGM and Remote E-voting (defined hereinafter) process in a fair and transparent manner.

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 the venue of AGM ("Remote E-voting").
2. The Company has completed dispatch of the notice of AGM dated Monday, August 26, 2019 along with Proxy Form, Attendance Slip and route map of the venue of AGM ("AGM Notice") on Monday, September 2, 2019. The aforesaid documents have been mailed i) electronically through e-mail to those members who have registered their e-mail addresses with the Company or their depository participant; and ii) in physical form by permitted mode to the members who have either not registered their e-mail addresses as specified above or requested for a physical copy thereof.
3. The Company duly published advertisements, about the completion of dispatch of AGM Notice in The Economic Times (English Newspaper - All Editions) and Dainik Navajyoti (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 (in case of shares held in dematerialised form) as on the cut-off date i.e. Saturday, September 21, 2019 were entitled to avail the facility of Remote E-voting as well as voting through ballot paper at the AGM in respect of the items / resolutions (item nos.1 to 5) as set out in the AGM Notice.



5. In terms of the AGM Notice, the Remote E-voting commenced at 0900 Hours on Tuesday, September 24, 2019 and ended at 1700 Hours on Friday, September 27, 2019. At the end of the Remote E-voting period, the Remote E-voting facility was blocked by NSDL forthwith.
6. The Company also provided facility for voting through ballot paper to the members present at the AGM and who didn't cast their votes through Remote E-voting.
7. Two (2) empty ballot boxes, kept for voting through ballot paper at AGM, were locked and sealed, in the presence of members and proxies present at the AGM.
8. The ballot boxes containing votes cast through ballot paper at AGM were opened immediately after the conclusion of voting at the AGM in the presence of two witnesses viz. Mr. Ankur Bansal, R/o. M/s Laxmi Narayan Ashok Kumar, 105, New Anaj Mandi, Sonapat, Haryana - 131001 and Ms. Garima Sharma, R/o.36, Alipur, Delhi - 110036 and the votes cast through ballot paper at the AGM were counted. The witnesses have signed below in confirmation of the ballot boxes being opened in their presence.

*Ankur Bansal*

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**Witness 1: Ankur Bansal**

*Garima Sharma*

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**Witness 2: Garima Sharma**

9. Thereafter, the votes cast through Remote E-voting were unblocked in the presence of two witnesses viz. Mr. Ankur Bansal R/o. M/s Laxmi Narayan Ashok Kumar, 105, New Anaj Mandi, Sonapat, Haryana - 131001 and Ms. Garima Sharma, R/o.36, Alipur, Delhi - 110036 not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Ankur Bansal*

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**Witness 1: Ankur Bansal**

*Garima Sharma*

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**Witness 2: Garima Sharma**

10. The results of Remote E-voting and voting through ballot paper at AGM are attached as **Annexure** hereto.
11. Based on the aforesaid results, Five (5) Ordinary Resolutions pertaining to the items of business contained in AGM Notice have been passed with majority as per the provisions of the Companies Act, 2013.



12. I will return the registers and all other papers relating to Remote E-voting and voting through ballot paper at AGM to the Company after the Chairman of the meeting considers, approves and signs the minutes of the AGM.

Thanking You,

Yours Truly,

  
 19/09/19

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

**Partner**  
**RMG & Associates**  
**Company Secretaries**

**Place: New Delhi**  
**Dated: 29-09-2019**  
**UDIN: F005123A000017795**

**Countersigned by:**



**Anil Kapoor**  
**Chairman of Thirty-fourth Annual General Meeting of**  
**Chambal Fertilisers and Chemicals Limited**

**RESULTS OF REMOTE E-VOTING AND VOTING THROUGH BALLOT PAPER AT AGM**

ANNEXURE

**ORDINARY BUSINESS**

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

(a) the audited standalone financial statements of the Company for the financial year ended March 31, 2019 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, 2019 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	313	321476355	99.9995	5	1621	0.0005	1	151342
Voting at AGM through ballot paper	77	141712	100.0000	0	0	0.0000	2	600
Total	390	321618067	99.9995	5	1621	0.0005	3	151942

**Item No.2:** Declaration of dividend @ Rs. 2.00 per equity share of Rs. 10 each for the financial year ended March 31, 2019. **(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	315	321738771	99.9999	5	226	0.0001	1	151342
Voting at AGM through ballot paper	75	141472	99.9294	1	100	0.0706	2	600
Total	390	321880243	99.9999	6	326	0.0001	3	151942

**Item No.3:** Appointment of Mr. Shyam Sunder Bhartia (DIN: 00010484), who retires by rotation and, being eligible, offers himself for re-appointment, as a Director. **(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	297	315917978	99.0301	22	3094223	0.9699	1	151342
Voting at AGM through ballot paper	75	141557	99.9894	1	15	0.0106	2	600
Total	372	316059535	99.0305	23	3094238	0.9695	3	151942



**SPECIAL BUSINESS**

**Item No.4:** Re-appointment of Mr. Anil Kapoor (DIN: 00032299) as Managing Director of the Company for a period from February 16, 2020 to April 15, 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	309	321719416	99.9990	10	3081	0.0010	1	151342
Voting at AGM through ballot paper	76	141572	100.0000	0	0	0.0000	2	600
<b>Total</b>	<b>385</b>	<b>321860988</b>	<b>99.9990</b>	<b>10</b>	<b>3081</b>	<b>0.0010</b>	<b>3</b>	<b>151942</b>

**Item No.5:** Ratification of remuneration payable to M/s. K.G. Goyal & Associates, Cost Auditor (Firm Registration No.000024).

**(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	307	321736156	99.9992	12	2441	0.0008	1	151342
Voting at AGM through ballot paper	74	141507	99.9894	1	15	0.0106	2	600
<b>Total</b>	<b>381</b>	<b>321877663</b>	<b>99.9992</b>	<b>13</b>	<b>2456</b>	<b>0.0008</b>	<b>3</b>	<b>151942</b>

CS Manish Gupta  
Company Secretary in Practice  
FCS No: 5123, CP No: 4095  
Partner  
RMG & Associates, Company Secretaries

Countersigned By:



Anil Kapoor  
Chairman of Thirty-fourth Annual General Meeting of  
Chambal Fertilisers and Chemicals Limited

Place: New Delhi  
Date : September 29, 2019