



CHAMBAL FERTILISERS AND CHEMICALS LIMITED

Declaration of Results of Remote E-voting and Voting in the Thirty Seventh Annual General Meeting of Chambal Fertilisers and Chemicals Limited ("Company") held on September 13, 2022

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 through voting by electronic means ("e-Voting") on all the items / resolutions mentioned in the Notice dated August 08, 2022 of Thirty Seventh Annual General Meeting ("AGM") of the Company held at 10.30 A.M. Indian Standard Time on Tuesday, September 13, 2022, through video conferencing ("VC") / other audio visual means ("OAVM").

The members participating in the AGM through VC / OAVM and who did not cast their vote through remote e-Voting were also provided with the facility to cast their vote(s) through e-Voting in 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 remote e-Voting process and voting in the AGM in a fair and transparent manner. Based on the Scrutiniser's Report dated September 13, 2022, 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 E-voting in AGM) | % of total no. of valid votes (Remote E-voting and E-voting in AGM) | No. of valid Votes (Remote E-voting and E-voting in AGM) | % of total no. of valid votes (Remote E-voting and E-voting in AGM) | No. of Invalid votes (Remote E-voting and E-voting in AGM) | |
| 1. | ITEM No. 1 Receive, consider and adopt: a) the audited financial statements of the Company for the Financial Year ended March 31, 2022 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, 2022 and the report of the Auditors thereon. (ORDINARY RESOLUTION) | 342602368 | 99.9998 | 606 | 0.0002 | 0 | Resolution Passed by Majority |
| 2. | ITEM No. 2 Declaration of final dividend @ Rs. 3.00 per equity share of Rs. 10 each of the Company for the Financial Year ended March 31, 2022. (ORDINARY RESOLUTION) | 343686163 | 99.9999 | 476 | 0.0001 | 0 | Resolution Passed by Majority |
| 3. | ITEM No. 3 Re-appointment of Mr Shyam Sunder Bhartiya (Director Identification Number: 00010484), who retires by rotation and, being eligible, offers himself for re-appointment, as a Director. (ORDINARY RESOLUTION) | 328781950 | 96.4283 | 12177893 | 3.5717 | 0 | Resolution Passed by Majority |

Corporate One, First Floor, 5, Commercial Centre, Jasola, New Delhi - 110 025 • Tel.: 91-11-46581300, 41697900 • Fax: 91-11-40638679

Email : corporate@chambal.in • www.chambalfertilisers.com • CIN: L24124RJ1985PLC003293

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

Tel No.: 91-744 - 2782915 ; Fax No.: 91-7455-274130

| S. No. | Particulars & Type of Resolution | Votes in Favour | | Votes Against | | Invalid Votes | Result Declared |
|--------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------------|------------------------------------------------------------|-----------------------------------------|
| | | No. of valid votes (Remote E-voting and E-voting in AGM) | % of total no. of valid votes (Remote E-voting and E-voting in AGM) | No. of valid Votes (Remote E-voting and E-voting in AGM) | % of total no. of valid votes (Remote E-voting and E-voting in AGM) | No. of Invalid votes (Remote E-voting and E-voting in AGM) | |
| 4. | ITEM No. 4 Re-appointment of M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration Number: 012754N/N500016), as Auditor of the Company, to hold office for the second term of 5 (five) consecutive years from the conclusion of Thirty Seventh Annual General Meeting till the conclusion of the Forty Second Annual General Meeting of the Company and fix their remuneration. (ORDINARY RESOLUTION) | 343282430 | 99.8824 | 404219 | 0.1176 | 0 | Resolution Passed by Majority |
| 5. | ITEM No. 5 Ratification of remuneration payable to M/s. K.G. Goyal & Associates, Cost Accountants (Firm Registration Number: 000024) to conduct the audit of the cost records of the Company. (ORDINARY RESOLUTION) | 342642080 | 99.6961 | 1044534 | 0.3039 | 0 | Resolution Passed by Majority |
| 6. | ITEM No. 6 Appointment of Mr. Berjis Minoo Desai (Director Identification Number: 00153675) as an Independent Director of the Company, for a term of 5 (five) consecutive years from September 13, 2022 to September 12, 2027. (SPECIAL RESOLUTION) | 323591907 | 94.1532 | 20094748 | 5.8468 | 0 | Resolution Passed by Requisite Majority |

All the resolutions pertaining to the aforesaid items of business set out in the Notice dated August 08, 2022 of the Thirty Seventh Annual General Meeting of members of the Company have been passed with requisite majority.

for Chambal Fertilisers and Chemicals Limited

Rajveer Singh
Vice President - Legal & Company Secretary

Date: September 13, 2022

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 Seventh Annual General Meeting ("AGM") of the Equity Shareholders of Chambal Fertilisers and Chemicals Limited held on Tuesday, September 13, 2022 at 10.30 A.M. Indian Standard Time 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 & 201, 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** ("the Company"), to scrutinise the remote e-Voting process and e-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. 2/2022 dated May 05, 2022 read with General Circular no. 14/2020 dated April 08, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular no. 20/2020 dated May 05, 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 'Dainik Bhaskar' (Hindi Newspaper - Kota Edition) on Tuesday, August 09, 2022.

207 & 201, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi -110005
Phone: 9212221110, 011-4504 2509; www.rmgcs.com, E-Mail: info@rmgcs.com



3. In pursuance of the MCA Circulars and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India, the notice of AGM dated August 08, 2022 ("AGM Notice") and Annual Report of the Company for the Financial Year 2021-22 ("Annual Report") have been sent electronically through e-mail on Thursday, August 18, 2022, 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 'Rajasthan Patrika' (Hindi Newspaper-Kota Edition) on Friday, August 19, 2022.
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. Tuesday, September 06, 2022 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. Indian Standard Time ("IST") on Friday, September 09, 2022 and ended at 05.00 P.M. IST on Monday, September 12, 2022. 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. Mr. Deepanshu Gupta, R/o. 381/6B, Street No. 1, Than Singh Nagar, Anand Parvat, New Delhi-110005 and Ms. Uroosa Naaz, R/o. C-36, Okhla Vihar, Near Noor Nagar, New Delhi-110025, not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



(Signature of witness)
Witness 1:



(Signature of witness)
Witness 2:



9. The results of remote e-Voting and e-Voting in the AGM are attached as an **Annexure** hereto.
10. Based on the aforesaid results, Five (5) Ordinary Resolutions and One (1) Special Resolution 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,



Manish Gupta
13/09/2022

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

Partner
RMG & Associates
Company Secretaries

Place: New Delhi
Date: September 13, 2022
UDIN: F005123D000966050

Countersigned by:

for Chambal Fertilisers and Chemicals Limited

Rajveer Singh
13/09/2022

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, 2022 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, 2022 and the report of the Auditors thereon.
(Ordinary Resolution)

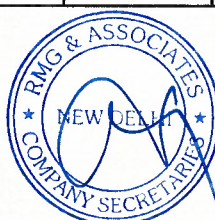
| Mode of Voting | Voted in favour of Resolution | | | Voted against the Resolution | | | Invalid Votes | |
|---------------------|-------------------------------|------------------------------|---------------------------------------|------------------------------|------------------------------|---------------------------------------|-----------------------------------------------------|------------------------------|
| | 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 | 794 | 339814563 | 99.9998 | 7 | 606 | 0.0002 | 0 | 0 |
| E-voting in the AGM | 17 | 2787805 | 100.0000 | 0 | 0 | 0.0000 | 0 | 0 |
| Total | 811 | 342602368 | 99.9998 | 7 | 606 | 0.0002 | 0 | 0 |

Item No.2: Declaration of final dividend @ Rs. 3.00 per equity share of Rs.10 each of the Company for the Financial Year ended March 31, 2022. **(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 | 793 | 340898358 | 99.9999 | 10 | 476 | 0.0001 | 0 | 0 |
| E-voting in the AGM | 17 | 2787805 | 100.0000 | 0 | 0 | 0.0000 | 0 | 0 |
| Total | 810 | 343686163 | 99.9999 | 10 | 476 | 0.0001 | 0 | 0 |

Item No.3: Re-appointment of Mr. Shyam Sunder Bhartia (Director Identification Number: 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 | 728 | 328720941 | 96.4277 | 77 | 12177893 | 3.5723 | 0 | 0 |
| E-voting in the AGM | 16 | 61009 | 100.0000 | 0 | 0 | 0.0000 | 0 | 0 |
| Total | 744 | 328781950 | 96.4283 | 77 | 12177893 | 3.5717 | 0 | 0 |



Item No.4: Re-appointment of M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration Number: 012754N/N500016), as Auditor of the Company, to hold office for the second term of 5 (five) consecutive years from the conclusion of Thirty Seventh Annual General Meeting till the conclusion of the Forty Second Annual General Meeting of the Company and fix their remuneration. **(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 | 768 | 340494675 | 99.8814 | 34 | 404169 | 0.1186 | 0 | 0 |
| E-voting in the AGM | 16 | 2787755 | 99.9982 | 1 | 50 | 0.0018 | 0 | 0 |
| Total | 784 | 343282430 | 99.8824 | 35 | 404219 | 0.1176 | 0 | 0 |

SPECIAL BUSINESS

Item No.5: Ratification of remuneration payable to M/s. K.G. Goyal & Associates, Cost Accountants (Firm Registration Number: 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 | 776 | 339854275 | 99.6936 | 25 | 1044534 | 0.3064 | 0 | 0 |
| E-voting in the AGM | 17 | 2787805 | 100.0000 | 0 | 0 | 0.0000 | 0 | 0 |
| Total | 793 | 342642080 | 99.6961 | 25 | 1044534 | 0.3039 | 0 | 0 |

Item No.6: Appointment of Mr. Berjis Minoo Desai (Director Identification Number: 00153675) as an Independent Director of the Company, for a term of 5 (five) consecutive years from September 13, 2022 to September 12, 2027. **(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 | 681 | 320804152 | 94.1054 | 121 | 20094698 | 5.8946 | 0 | 0 |
| E-voting in the AGM | 16 | 2787755 | 99.9982 | 1 | 50 | 0.0018 | 0 | 0 |
| Total | 697 | 323591907 | 94.1532 | 122 | 20094748 | 5.8468 | 0 | 0 |

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

Countersigned By:
for Chambal Fertilisers and Chemicals Limited

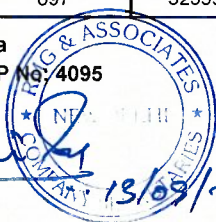
Partner
RMG & Associates, Company Secretaries

Rajveer Singh
Vice President - Legal & Company Secretary

Place: New Delhi

Date : September 13, 2022

UDIN: F005123D000966050



Rajveer Singh
13/09/2022