



## CHAMBAL FERTILISERS AND CHEMICALS LIMITED

### Declaration of Results of Remote E-voting and Voting in the Thirty Eighth Annual General Meeting of Chambal Fertilisers and Chemicals Limited held on September 12, 2023

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 issued by the Institute of Company Secretaries of India and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Chambal Fertilisers and Chemicals Limited ("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, 2023 of Thirty Eighth Annual General Meeting ("AGM") of the Company held at 10.30 A.M. Indian Standard Time on Tuesday, September 12, 2023, 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 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 e-Voting in the AGM in a fair and transparent manner. Based on the Scrutiniser's Report dated September 12, 2023, 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.	<b>ITEM No. 1</b> Receive, consider and adopt: a) the audited financial statements of the Company for the Financial Year ended March 31, 2023 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, 2023 and the report of the Auditors thereon. <b>(ORDINARY RESOLUTION)</b>	331845398	99.9995	1598	0.0005	0	Resolution Passed by Majority
2.	<b>ITEM No. 2</b> Declaration of final dividend @ Rs. 3.00 per equity share of Rs. 10 each of the Company for the Financial Year ended March 31, 2023. <b>(ORDINARY RESOLUTION)</b>	332108195	99.9995	1688	0.0005	0	Resolution Passed by Majority
3.	<b>ITEM No. 3</b> Re-appointment of Mr. Chandra Shekhar Nopany (Director Identification Number: 00014587), who retires by rotation and, being eligible, offers himself for re-appointment, as a Director. <b>(ORDINARY RESOLUTION)</b>	302798383	95.6469	13780948	4.3531	0	Resolution Passed by Majority

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.	<b>ITEM No. 4</b> 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)	332107215	99.9992	2738	0.0008	0	Resolution Passed by Majority
5.	<b>ITEM No. 5</b> Approval of appointment of Mr. Abhay Bajjal (Director Identification Number: 01588087) as Managing Director of the Company, for the period of 2 (two) years from July 21, 2023 to July 20, 2025. (ORDINARY RESOLUTION)	330889971	99.6327	1219702	0.3673	0	Resolution Passed by Majority
6.	<b>ITEM No. 6</b> Re-appointment of Mr. Vivek Mehra (Director Identification Number: 00101328) as an Independent Director of the Company, for a second term of 5 (five) consecutive years from September 18, 2023 to September 17, 2028. (SPECIAL RESOLUTION)	306927106	92.4174	25182667	7.5826	0	Resolution Passed by Requisite Majority

All the resolutions pertaining to the aforesaid items of business set out in the Notice dated August 08, 2023 of the Thirty Eighth Annual General Meeting of members of the Company have been passed with requisite majority.

For Chambal Fertilisers and Chemicals Limited



**Anuj Jain**  
Assistant Vice President - Finance & Company Secretary

Date: September 12, 2023

# 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 Eighth Annual General Meeting ("AGM") of the Equity Shareholders of Chambal Fertilisers and Chemicals Limited held on Tuesday, September 12, 2023 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. 10/2022 dated December 28, 2022 read with General Circular no. 2/2022 dated May 05, 2022, General Circular no. 02/2021 dated January 13, 2021, General Circular no. 20/2020 dated May 05, 2020, General Circular no. 17/2020 dated April 13, 2020 and General Circular no. 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "MCA Circulars"), the Company published advertisement in 'Business Standard' (English Newspaper – All Editions) and 'Dainik Bhaskar' (Hindi Newspaper - Kota Edition) on Saturday, August 05, 2023.



3. In pursuance of the MCA Circulars and Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 read with 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, 2023 (“AGM Notice”) and Annual Report of the Company for the Financial Year 2022-23 (“Annual Report”) have been sent electronically through e-mail on Friday, August 18, 2023, 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 ‘Business Standard’ (English Newspaper – All Editions) and ‘Rajasthan Patrika’ (Hindi Newspaper - Kota Edition) on Saturday, August 19, 2023.
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 05, 2023 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 08, 2023 and ended at 05.00 P.M. IST on Monday, September 11, 2023. 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. Saurabh Agrawal, Resident of 26/16 Gali No. 13, Opposite Shiv Mandir, Vishwash Nagar, Shahdara, Delhi – 110032 and Ms. Rishika Agarwal, Resident of House No. 131, 132 Pocket No. 09, Sector-24, Rohini, Delhi - 110085, 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,



12/09/2023

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

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

**Place: New Delhi**  
**Date: September 12, 2023**  
**UDIN: F005123E000996850**

**Countersigned by:**

**for Chambal Fertilisers and Chemicals Limited**



**Anuj Jain**  
**Assistant Vice President - Finance & 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, 2023 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, 2023 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	603	331356815	99.9995	8	1598	0.0005	0	0
E-voting in the AGM	18	488583	100.0000	0	0	0.0000	0	0
<b>Total</b>	<b>621</b>	<b>331845398</b>	<b>99.9995</b>	<b>8</b>	<b>1598</b>	<b>0.0005</b>	<b>0</b>	<b>0</b>

**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, 2023. **(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	601	331619612	99.9995	9	1688	0.0005	0	0
E-voting in the AGM	18	488583	100.0000	0	0	0.0000	0	0
<b>Total</b>	<b>619</b>	<b>332108195</b>	<b>99.9995</b>	<b>9</b>	<b>1688</b>	<b>0.0005</b>	<b>0</b>	<b>0</b>

**Item No.3:** Re-appointment of Mr. Chandra Shekhar Nopany (Director Identification Number: 00014587), 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	538	302719800	95.6458	70	13780948	4.3542	0	0
E-voting in the AGM	17	78583	100.0000	0	0	0.0000	0	0
<b>Total</b>	<b>555</b>	<b>302798383</b>	<b>95.6469</b>	<b>70</b>	<b>13780948</b>	<b>4.3531</b>	<b>0</b>	<b>0</b>



**SPECIAL BUSINESS**

**Item No.4:** 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	595	331618632	99.9992	16	2738	0.0008	0	0
E-voting in the AGM	18	488583	100.0000	0	0	0.0000	0	0
<b>Total</b>	<b>613</b>	<b>332107215</b>	<b>99.9992</b>	<b>16</b>	<b>2738</b>	<b>0.0008</b>	<b>0</b>	<b>0</b>

**Item No.5:** Approval of appointment of Mr. Abhay Bajjal (Director Identification Number: 01588087) as Managing Director of the Company, for the period of 2 (two) years from July 21, 2023 to July 20, 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	586	330401388	99.6322	26	1219702	0.3678	0	0
E-voting in the AGM	18	488583	100.0000	0	0	0.0000	0	0
<b>Total</b>	<b>604</b>	<b>330889971</b>	<b>99.6327</b>	<b>26</b>	<b>1219702</b>	<b>0.3673</b>	<b>0</b>	<b>0</b>

**Item No.6:** Re-appointment of Mr. Vivek Mehra (Director Identification Number: 00101328) as an Independent Director of the Company, for a second term of 5 (five) consecutive years from September 18, 2023 to September 17, 2028. **(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	503	306438523	92.4062	110	25182667	7.5938	0	0
E-voting in the AGM	18	488583	100.0000	0	0	0.0000	0	0
<b>Total</b>	<b>521</b>	<b>306927106</b>	<b>92.4174</b>	<b>110</b>	<b>25182667</b>	<b>7.5826</b>	<b>0</b>	<b>0</b>

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

Partner  
RMG & Associates, Company Secretaries

Place: New Delhi

Date : September 12, 2023

UDIN: F005123E000996850

**Countersigned By:**  
for Chambal Fertilisers and Chemicals Limited

Anuj Jain  
Assistant Vice President - Finance & Company Secretary

