



CHAMBAL FERTILISERS AND CHEMICALS LIMITED

Declaration of Results of Remote E-voting and Voting at the Thirty Ninth Annual General Meeting of Chambal Fertilisers and Chemicals Limited held on August 27, 2024

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 the 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 votes by the members through voting by electronic means ("e-Voting") on all the items / resolutions mentioned in the Notice dated July 23, 2024 of the Thirty Ninth Annual General Meeting ("AGM") of the Company held at 10.30 A.M. Indian Standard Time on Tuesday, August 27, 2024, through video conferencing ("VC") / other audio visual means ("OAVM").

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. Sachin Khurana, Partner, RMG & Associates, Company Secretaries in whole-time practice (Membership No. FCS 10098 and Certificate of Practice No. 13212), 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 August 27, 2024, the results of the voting are as follows:-

S. No.	Particulars (Type of Resolution)	Votes in Favour		Votes Against		Invalid Votes	Result
		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, 2024 and the reports of the Board of Directors and Auditor thereon; and b) the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2024 and the report of the Auditor thereon. (ORDINARY RESOLUTION)	320179984	99.9310	221075	0.0690	111286	Resolution Passed by Requisite Majority
2.	ITEM No. 2 Declaration of final dividend @ Rs. 3.00 per equity share of Rs. 10 each of the Company (i.e. @ 30%) for the Financial Year ended March 31, 2024. (ORDINARY RESOLUTION)	320815204	99.9999	244	0.0001	111286	Resolution Passed by Requisite Majority
3.	ITEM No. 3 Re-appointment and continuation of Mr. Saroj Kumar Poddar (Director Identification Number: 00008654), who has attained the age of seventy five (75) years, and who retires by rotation, and being eligible, offers himself for re-appointment, as a Director of the Company liable to retire by rotation. (SPECIAL RESOLUTION)	308910653	98.5977	4393487	1.4023	111286	Resolution Passed by Requisite Majority

S. No.	Particulars (Type of Resolution)	Votes in Favour		Votes Against		Invalid Votes	Result
		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 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 for the financial year ending March 31, 2025. (ORDINARY RESOLUTION)	320813288	99.9995	1622	0.0005	111286	Resolution Passed by Requisite Majority
5.	ITEM No. 5 Approval for payment of commission to Non-Executive Directors of the Company during the period of 5 (five) financial years commencing from April 01, 2025. (ORDINARY RESOLUTION)	320446754	99.8853	368133	0.1147	111286	Resolution Passed by Requisite Majority
6.	ITEM No. 6 Re-appointment of Mr. Pradeep Jyoti Banerjee (Director Identification Number: 02985965) as an Independent Director of the Company, to hold office for second term of 5 (five) consecutive years from December 01, 2024 to November 30, 2029. (SPECIAL RESOLUTION)	313895530	97.8432	6919384	2.1568	109623	Resolution Passed by Requisite Majority

All the resolutions pertaining to the aforesaid items of business set out in the Notice dated July 23, 2024 of the Thirty Ninth Annual General Meeting of members of the Company have been passed with requisite majority.

For Chambal Fertilisers and Chemicals Limited

Tridib Barat
Vice President - Legal & Company Secretary

Date: August 27, 2024

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-Ninth Annual General Meeting (“AGM”) of the Equity Shareholders of Chambal Fertilisers and Chemicals Limited held on Tuesday, August 27, 2024 at 10.30 A.M. Indian Standard Time (“IST”) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”).

Dear Sir,

I, Sachin Khurana, Partner, M/s 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 Scrutinizer by the Board of Directors of **Chambal Fertilisers and Chemicals limited** (“the Company”), to scrutinize 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 facility of e-Voting to the members participating in the AGM through VC/OAVM.
2. In pursuance of the General Circular no. 09/2023 dated September 25, 2023 read with General Circular no. 10/2022 dated December 28, 2022, 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 ‘Rajasthan Patrika’ (Hindi Newspaper - Kota Edition) on Tuesday, July 23, 2024.
3. In pursuance of MCA Circulars and Circular no. SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 read with Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, issued by the Securities and Exchange Board of India, the notice of AGM dated July 23, 2024 (“AGM Notice”) and Annual Report of the Company for the Financial Year 2023-24 (“Annual Report”) were sent electronically through e-mail on Thursday, August 1, 2024, to those members of the Company whose email addresses were registered with the Company or the depositories/depository participants.

The Company duly published advertisements, about the completion of mailing of AGM Notice and Annual Report in ‘Business Standard’ (English Newspaper – All Editions) and ‘Dainik Bhaskar’ (Hindi Newspaper-Kota Edition) on Friday August 2, 2024.

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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, August 20, 2024 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 Friday, August 23, 2024 and ended at 05.00 P.M. IST on Monday, August 26, 2024. 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 casted by the members through e-Voting in the AGM and remote e-Voting were unblocked in the presence of two witnesses viz. Mr. Tushar Girdhar R/o. 276/15, Sai Dass Colony, Rohtak - 124001 and Ms. Mehak Puri, R/o. 10703/2 Gali Ravi Dass Paharganj, New Delhi -110055 not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Tushar

(Signature of witness)
Witness 1:

Mehak Puri

(Signature of witness)
Witness 2:

9. The results of remote e-Voting and e-Voting at the AGM are attached as an **Annexure** hereto.
10. Based on the aforesaid results, four (4) Ordinary Resolutions and (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 at 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,

Your Truly,

**RMG & Associates,
Company Secretaries**

Sachin Khurana
27/08/24

**CS Sachin Khurana
Partner
FCS No.: 10098; COP No.:13212
UDIN: F010098F001053437**



**Countersigned by:
For Chambal Fertilisers and Chemicals
Limited**

Tridib Barat

**Tridib Barat
Vice President – Legal & Company Secretary**



**Place: New Delhi
Date: August 27, 2024**

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, 2024 and the reports of the Board of Directors and Auditor thereon; and
 b) the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2024 and the report of the Auditor 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	831	320117077	99.9310	12	221075	0.0690	8	111286
E-voting in the AGM	18	62907	100.0000	0	0	0.0000	0	0
Total	849	320179984	99.9310	12	221075	0.0690	8	111286

Item No.2: Declaration of final dividend @ Rs. 3.00 per equity share of Rs.10 each of the Company (i.e. @ 30%) for the Financial Year ended March 31, 2024. **(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	837	320752297	99.9999	8	244	0.0001	8	111286
E-voting in the AGM	18	62907	100.0000	0	0	0.0000	0	0
Total	855	320815204	99.9999	8	244	0.0001	8	111286

Item No.3: Re-appointment and continuation of Mr. Saroj Kumar Poddar (Director Identification Number: 00008654), who has attained the age of seventy five (75) years, and who retires by rotation, and being eligible, offers himself for re-appointment, 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	774	308847746	98.5974	69	4393487	1.4026	8	111286
E-voting in the AGM	18	62907	100.0000	0	0	0.0000	0	0
Total	792	308910653	98.5977	69	4393487	1.4023	8	111286



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 for the financial year ending March 31, 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	815	320750381	99.9995	27	1622	0.0005	8	111286
E-voting in the AGM	18	62907	100.0000	0	0	0.0000	0	0
Total	833	320813288	99.9995	27	1622	0.0005	8	111286

Item No.5: Approval for payment of commission to Non-Executive Directors of the Company during the period of 5 (five) financial years commencing from April 01, 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	792	320383847	99.8852	49	368133	0.1148	8	111286
E-voting in the AGM	18	62907	100.0000	0	0	0.0000	0	0
Total	810	320446754	99.8853	49	368133	0.1147	8	111286

Item No.6: Re-appointment of Mr. Pradeep Jyoti Banerjee (Director Identification Number: 02985965) as an Independent Director of the Company, to hold office for second term of 5 (five) consecutive years from December 01, 2024 to November 30, 2029. **(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	767	313832623	97.8428	82	6919384	2.1572	7	109623
E-voting in the AGM	18	62907	100.0000	0	0	0.0000	0	0
Total	785	313895530	97.8432	82	6919384	2.1568	7	109623

CS Sachin Khurana
FCS No: 10098, CP No: 13212

Sachin Khurana
27/08/24
Partner
RMG & Associates, Company Secretaries



Countersigned By:
for Chambal Fertilisers and Chemicals Limited

Tridib Barat
Tridib Barat
Vice President - Legal & Company Secretary



Place: New Delhi

Date : August 27, 2024

UDIN: F010098F001053437