



**CHAMBAL FERTILISERS AND CHEMICALS LIMITED**

September 19, 2018

**BSE Limited**

Phiroze Jeejeebhoy Towers  
25<sup>th</sup> Floor, Dalal Street  
Mumbai – 400 001

**The Secretary**

**National Stock Exchange of India Limited**

Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E)  
Mumbai – 400 051

Dear Sir,

Pursuant to Regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith voting results of the business transacted at the Thirty-third Annual General Meeting of the Company held on September 18, 2018 alongwith Scrutiniser's Report dated September 18, 2018.

You are requested to notify your constituents accordingly.

Thanking You,

Yours sincerely,

for **Chambal Fertilisers and Chemicals Limited**

**Rajveer Singh**

Vice President- Legal & Secretary

**DETAILS OF VOTING RESULTS**

<b>CHAMBAL FERTILISERS AND CHEMICALS LIMITED</b>	
<b>Date of the Annual General Meeting</b>	<b>September 18, 2018</b>
<b>Total number of shareholders on record date</b>	126992
<b>No. of Shareholders present in the meeting either in person or through proxy</b>	
Promoters and Promoter Group:	10
Public:	106
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	<b>Not Arranged</b>

**Agenda wise Disclosures**

<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, 2018 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, 2018 and report of the Auditors thereon.
<b>Resolution Required: (Ordinary/ Special)</b>	<b>Ordinary Resolution</b>
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	No

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	244012509	238685241	97.8168	238685241	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>238685241</b>	<b>97.8168</b>	<b>238685241</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	84910302	75491565	88.9074	75491565	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>75491565</b>	<b>88.9074</b>	<b>75491565</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-Voting	87285041	478294	0.5480	478194	100	99.9791	0.0209
	Poll		110534	0.1266	110534	0	100.0000	0.0000
	<b>Total</b>		<b>588828</b>	<b>0.6746</b>	<b>588728</b>	<b>100</b>	<b>99.9830</b>	<b>0.0170</b>
<b>Total</b>		<b>416207852</b>	<b>314765634</b>	<b>75.6270</b>	<b>314765534</b>	<b>100</b>	<b>100.0000</b>	<b>0.0000</b>

*Darius*



Item No. 2:	Declaration of dividend @ Rs. 1.90 per equity share of Rs. 10 each for the financial year ended March 31, 2018.
Resolution Required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	244012509	238685241	97.8168	238685241	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		238685241	97.8168	238685241	0	100.0000	0.0000
Public-Institutions	E-Voting	84910302	75705702	89.1596	75705702	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		75705702	89.1596	75705702	0	100.0000	0.0000
Public-Non Institutions	E-Voting	87285041	478294	0.5480	478194	100	99.9791	0.0209
	Poll		126494	0.1449	126494	0	100.0000	0.0000
	Total		604788	0.6929	604688	100	99.9835	0.0165
Total		416207852	314995731	75.6823	314995631	100	100.0000	0.0000

*Darius*



Item No. 3:	Appointment of Mr. Saroj Kumar Poddar (DIN: 00008654), who retires by rotation and, being eligible, offers himself for re-appointment, as a Director.
Resolution Required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	Yes

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	244012509	233446347	95.6698	233446347	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		233446347	95.6698	233446347	0	100.0000	0.0000
Public-Institutions	E-Voting	84910302	75705702	89.1596	72134436	3571266	95.2827	4.7173
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		75705702	89.1596	72134436	3571266	95.2827	4.7173
Public-Non Institutions	E-Voting	87285041	426751	0.4889	424470	2281	99.4655	0.5345
	Poll		126494	0.1449	126494	0	100.0000	0.0000
	Total		553245	0.6338	550964	2281	99.5877	0.4123
Total		416207852	309705294	74.4112	306131747	3573547	98.8461	1.1539

*Omig*



Item No. 4:	Ratification of remuneration payable to M/s. K.G Goyal & Associates, Cost Auditor (Firm Registration No.000024).
Resolution Required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	244012509	238685241	97.8168	238685241	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		238685241	97.8168	238685241	0	100.0000	0.0000
Public-Institutions	E-Voting	84910302	75705702	89.1596	75705702	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		75705702	89.1596	75705702	0	100.0000	0.0000
Public-Non Institutions	E-Voting	87285041	477994	0.5476	476163	1831	99.6169	0.3831
	Poll		126494	0.1449	126494	0	100.0000	0.0000
	Total		604488	0.6925	602657	1831	99.6971	0.3029
Total		416207852	314995431	75.6822	314993600	1831	99.9994	0.0006

*Omig*



Item No. 5:	Appointment of Mr. Vivek Mehra (DIN: 00101328) as an Independent Director of the Company for a term of 5 (five) consecutive years from September 18, 2018 to September 17, 2023.
Resolution Required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	244012509	238685241	97.8168	238685241	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		238685241	97.8168	238685241	0	100.0000	0.0000
Public-Institutions	E-Voting	84910302	75705702	89.1596	75441527	264175	99.6511	0.3489
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		75705702	89.1596	75441527	264175	99.6511	0.3489
Public-Non Institutions	E-Voting	87285041	478001	0.5476	475520	2481	99.4810	0.5190
	Poll		126494	0.1449	126494	0	100.0000	0.0000
	Total		604495	0.6926	602014	2481	99.5896	0.4104
Total		416207852	314995438	75.6822	314728782	266656	99.9153	0.0847

*During*



Item No. 6:	Approval of the borrowing powers/ limits of the Board of Directors of the Company.
Resolution Required: (Ordinary/ Special)	Special Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	244012509	238685241	97.8168	238685241	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		238685241	97.8168	238685241	0	100.0000	0.0000
Public-Institutions	E-Voting	84910302	75705702	89.1596	75509813	195889	99.7412	0.2588
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		75705702	89.1596	75509813	195889	99.7412	0.2588
Public-Non Institutions	E-Voting	87285041	478294	0.5480	476589	1705	99.6435	0.3565
	Poll		125944	0.1443	125944	0	100.0000	0.0000
	Total		604238	0.6923	602533	1705	99.7178	0.2822
Total		416207852	314995181	75.6822	314797587	197594	99.9373	0.0627

*During*



# RMG & ASSOCIATES

Company Secretaries

## SCRUTINISER'S REPORT

**The Chairman of the Thirty-third Annual General Meeting ("AGM") of the Equity Shareholders of Chambal Fertilisers and Chemicals Limited held on Tuesday, September 18, 2018 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 my office at 207, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi-110005 had been appointed as Scrutiniser by the Board of Directors of the Chambal Fertilisers and Chemicals Limited (hereinafter shall be referred 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 Wednesday, August 8, 2018 along with Proxy Form, Attendance Slip and route map of the venue of AGM ("AGM Notice") on Thursday, August 23, 2018. The aforesaid documents have been mailed electronically through email to those members who have registered their email addresses with the Company or their depository participant and in physical form by permitted mode to the members who have either not registered their email addresses as specified above or requested for a physical copy thereof.
3. The Company published an advertisement on Friday, August 24, 2018, 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. Tuesday, September 11, 2018 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 6) as set out in the AGM Notice.



207, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi-110005, [www.rmgcs.com](http://www.rmgcs.com)

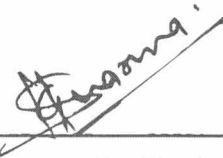
Phone: 9212221110, 011-45042509; E-Mail : [info@rmgcs.com](mailto:info@rmgcs.com)



5. In terms of the AGM Notice, Remote E-voting commenced at 0900 Hours on Friday, September 14, 2018 and ended at 1700 Hours on Monday, September 17, 2018. At the end of the Remote E-voting period, the Remote E-voting facility was blocked by NSDL forthwith.
6. The Company also provided voting facility through ballot paper to the members present at the AGM and who didn't cast their votes through Remote E-voting.
7. One (1) empty ballot box, kept for voting through ballot paper at AGM, was locked and sealed, in the presence of members and proxies present at the AGM.
8. The ballot box containing votes cast through ballot paper at AGM was 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 box being opened in their presence.

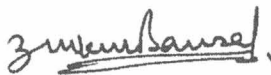


-----  
**Witness 1:** Ankur Bansal



-----  
**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.



-----  
**Witness 1:** Ankur Bansal




-----  
**Witness 2:** Garima Sharma

10. The results of Remote E-voting and voting through ballot paper at AGM are attached as **Annexure - 1** hereto.
11. Based on the aforesaid results, Five (5) Ordinary Resolutions and One (1) Special Resolution pertaining to the items of business contained in AGM Notice have been passed with requisite 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,  
  
18/9/2018



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

**Place: Gadepan, Rajasthan**

**Date: 18-09-2018**

**Countersigned by:**



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

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

ANNEXURE-1

**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, 2018 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, 2018 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	235	314655000	100.0000	1	100	0.0000	0	0
Voting at AGM through ballot paper	76	110534	100.0000	0	0	0.0000	9	3829
Total	311	314765534	100.0000	1	100	0.0000	9	3829

**Item No.2:** Declaration of dividend @ Rs. 1.90 per equity share of Rs. 10 each for the financial year ended March 31, 2018. **(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	236	314869137	100.0000	1	100	0.0000	0	0
Voting at AGM through ballot paper	77	126494	100.0000	0	0	0.0000	9	3829
Total	313	314995631	100.0000	1	100	0.0000	9	3829

**Item No.3:** Appointment of Mr. Saroj Kumar Poddar (DIN: 00008654), 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	209	306005253	98.8457	21	3573547	1.1543	0	0
Voting at AGM through ballot paper	77	126494	100.0000	0	0	0.0000	9	3829
Total	286	306131747	98.8461	21	3573547	1.1539	9	3829



**SPECIAL BUSINESS**

**Item No.4:** 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	227	314867106	99.9994	9	1831	0.0006	0	0
Voting at AGM through ballot paper	77	126494	100.0000	0	0	0.0000	9	3829
Total	304	314993600	99.9994	9	1831	0.0006	9	3829

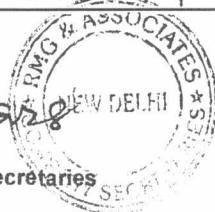
**Item No.5:** Appointment of Mr. Vivek Mehra (DIN: 00101328) as an Independent Director of the Company for a term of 5 (five) consecutive years from September 18, 2018 to September 17, 2023. **(ORDINARY RESOLUTION)**

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	222	314602288	99.9153	13	266656	0.0847	0	0
Voting at AGM through ballot paper	77	126494	100.0000	0	0	0.0000	9	3829
Total	299	314728782	99.9153	13	266656	0.0847	9	3829

**Item No.6:** Approval of the borrowing powers/ limits of the Board of Directors of the Company. **(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	226	314671643	99.9372	11	197594	0.0628	0	0
Voting at AGM through ballot paper	73	125944	100.0000	0	0	0.0000	9	3829
Total	299	314797587	99.9373	11	197594	0.0627	9	3829

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



Countersigned By:



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

Place: Gadepan, Rajasthan  
Date : September 18, 2018