CHAMBAL FERTILISERS AND CHEMICALS LIMITED

September 29, 2019

BSE Limited
Phiroze Jeejeebhoy Towers
25th 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-fourth Annual General Meeting of the Company held on September 28, 2019 alongwith Scrutiniser's Report dated September 29, 2019.

You are requested to notify your constituents accordingly.

Thanking You,

Yours sincerely,

for **Chambal Fertilisers and Chemicals Limited**

Rajveer Singh
Vice President- Legal & Secretary

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

DETAILS OF VOTING RESULTS

CHAMBAL FERTILISERS AND CHEMICALS LIMITED	
Date of the Annual General Meeting	**September 28, 2019**
Total number of shareholders on record date	120656
No. of Shareholders present in the meeting either in person or through proxy :	
Promoters and Promoter Group:	8
Public:	94
No. of Shareholders attended the meeting through Video Conferencing	**Not Arranged**

Agenda wise Disclosures

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.
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	245034751	244617804	99.8298	244617804	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		**244617804**	**99.8298**	**244617804**	**0**	**100.0000**	**0.0000**
Public- Institutions	E-Voting	93026853	76392805	82.1191	76392805	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		**76392805**	**82.1191**	**76392805**	**0**	**100.0000**	**0.0000**
Public- Non Institutions	E-Voting	78146248	467367	0.5981	465746	1621	99.6532	0.3468
	Poll		141712	0.1813	141712	0	100.0000	0.0000
	Total		**609079**	**0.7794**	**607458**	**1621**	**99.7339**	**0.2661**
Total		**416207852**	**321619688**	**77.2738**	**321618067**	**1621**	**99.9995**	**0.0005**

Chambal Fertilisers and Chemicals Ltd.

Item No. 2:	Declaration of dividend @ Rs. 2.00 per equity share of Rs. 10 each for the financial year ended March 31, 2019.
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	245034751	244617804	99.8298	244617804	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		**244617804**	**99.8298**	**244617804**	**0**	**100.0000**	**0.0000**
Public- Institutions	E-Voting	93026853	76653776	82.3996	76653776	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		**76653776**	**82.3996**	**76653776**	**0**	**100.0000**	**0.0000**
Public- Non Institutions	E-Voting	78146248	467417	0.5981	467191	226	99.9516	0.0484
	Poll		141572	0.1812	141472	100	99.9294	0.0706
	Total		**608989**	**0.7793**	**608663**	**326**	**99.9465**	**0.0535**
Total		**416207852**	**321880569**	**77.3365**	**321880243**	**326**	**99.9999**	**0.0001**

Chambal Fertilisers and Chemicals Ltd.

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.
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	245034751	241891008	98.7170	241891008	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		**241891008**	**98.7170**	**241891008**	**0**	**100.0000**	**0.0000**
Public- Institutions	E-Voting	93026853	76653776	82.3996	73562103	3091673	95.9667	4.0333
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		**76653776**	**82.3996**	**73562103**	**3091673**	**95.9667**	**4.0333**
Public- Non Institutions	E-Voting	78146248	467417	0.5981	464867	2550	99.4544	0.5456
	Poll		141572	0.1812	141557	15	99.9894	0.0106
	Total		**608989**	**0.7793**	**606424**	**2565**	**99.5788**	**0.4212**
Total		**416207852**	**319153773**	**76.6813**	**316059535**	**3094238**	**99.0305**	**0.9695**

Chambal Fertilisers and Chemicals Ltd.

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.
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	245034751	244617804	99.8298	244617804	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		**244617804**	**99.8298**	**244617804**	**0**	**100.0000**	**0.0000**
Public- Institutions	E-Voting	93026853	76653776	82.3996	76653776	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		**76653776**	**82.3996**	**76653776**	**0**	**100.0000**	**0.0000**
Public- Non Institutions	E-Voting	78146248	450917	0.5770	447836	3081	99.3167	0.6833
	Poll		141572	0.1812	141572	0	100.0000	0.0000
	Total		**592489**	**0.7582**	**589408**	**3081**	**99.4800**	**0.5200**
Total		**416207852**	**321864069**	**77.3325**	**321860988**	**3081**	**99.9990**	**0.0010**

Chambal Fertilisers and Chemicals Ltd.

Item No. 5:	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	245034751	244617804	99.8298	244617804	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		**244617804**	**99.8298**	**244617804**	**0**	**100.0000**	**0.0000**
Public- Institutions	E-Voting	93026853	76653776	82.3996	76653776	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		**76653776**	**82.3996**	**76653776**	**0**	**100.0000**	**0.0000**
Public- Non Institutions	E-Voting	78146248	467017	0.5976	464576	2441	99.4773	0.5227
	Poll		141522	0.1811	141507	15	99.9894	0.0106
	Total		**608539**	**0.7787**	**606083**	**2456**	**99.5964**	**0.4036**
Total		**416207852**	**321880119**	**77.3364**	**321877663**	**2456**	**99.9992**	**0.0008**

Chambal Fertilisers and Chemicals Ltd.

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, Sonepat, 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.

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, Sonepat, 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** 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.

RMG & ASSOCIATES NEW DELHI COMPANY SECRETARIES

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,

RMG & ASSOCIATES * NEW DELHI * COMPANY SECRETARIES

29/9/2019

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

RMG & ASSOCIATES ★ NEW DELHI ★ COMPANY SECRETARIES

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
Total	385	321860988	99.9990	10	3081	0.0010	3	151942

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
Total	381	321877663	99.9992	13	2456	0.0008	3	151942

RMG & ASSOCIATES NEW DELHI COMPANY SECRETARIES

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

Place: New Delhi
Date : September 29, 2019

Countersigned By:

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