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CHAMBAL FERTILISERS AND CHEMICALS LIMITED

REF: CFCL/STX/NSE May 09, 2014

The Secretary,
The National Stock Exchange of India Ltd.
Exchange Plaza,
Plot No. C/1, G Block
Bandra-Kurla Complex,
Bandra (E)
MUMBAI – 400 051.

Dear Sir,

In continuation of our letter dated April 17, 2014, we hereby inform you that the Board of Directors of the Company at its meeting held on May 09, 2014 has recommended a dividend of Rs. 1.90 per equity share of Rs. 10 each of the Company. The dividend shall be paid within the prescribed time after the conclusion of the next Annual General Meeting, subject to the approval of the shareholders of the Company.

Further, in terms of the Listing Agreement, we are forwarding herewith the audited financial results of the Company (Stand alone as well as Consolidated) for the Financial Year ended March 31, 2014 along with a copy of the Audit Report as submitted by the Statutory Auditors of the Company, for your information.

You are requested to notify your constituents accordingly.

Yours sincerely,
for **Chambal Fertilisers and Chemicals Limited**

M. S. Rathore
Vice President- Legal,
Corp. Com. & Secretary

Encl.: a/a

S.R. BATLIBOI & CO. LLP
Chartered Accountants

Golf View Corporate Tower-B
Sector-42, Sector Road
Gurgaon-122 002, Haryana, India
Tel : +91 124 464 4000
Fax : +91 124 464 4050

Auditor's Report on Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Clause 41 of the Listing Agreement

To
Board of Directors of
Chambal Fertilisers and Chemicals Limited

1. We have audited the quarterly financial results of Chambal Fertilisers and Chemicals Limited ('the Company') for the quarter ended March 31, 2014 and the financial results for the year ended March 31, 2014, attached herewith, being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreement, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. The quarterly financial results are the derived figures between the audited figures in respect of the year ended March 31, 2014 and the published year-to-date figures up to December 31, 2013, being the date of the end of the third quarter of the current financial year, which were subject to limited review. The financial results for the quarter ended March 31, 2014 have been prepared on the basis of the financial results for the nine-month period ended December 31, 2013, the audited annual financial statements as at and for the year ended March 31, 2014, and the relevant requirements of Clause 41 of the Listing Agreement and are the responsibility of the Company's management and have been approved by the Board of Directors of the Company. Our responsibility is to express an opinion on these financial results based on our review of the financial results for the nine-month period ended December 31, 2013 which was prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, notified under the Companies Act, 1956 read with General Circular 15/2013 dated 13 September 2013, issued by the Ministry of Corporate Affairs, in respect of Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India; our audit of the annual financial statements as at and for the year ended March 31, 2014; and the relevant requirements of Clause 41 of the Listing Agreement.

2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

3. We did not audit the total assets of Rs.156,939.78 lacs as at March 31, 2014, total revenues of Rs.58,928.25 lacs and net cash inflows amounting to Rs.398.18 lacs for the year then ended, included in the accompanying financial statements in respect of Shipping division and CFCL Employees Welfare Trust ('Trust') not visited by us, whose financial statements and other financial information have been audited by other auditors and whose reports have been furnished to us. Our opinion, in so far as it relates to the affairs of such division and trust is based solely on the report of other auditors. Our opinion is not qualified in respect of this matter.

4. In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results as well as the year to date results:

   i. are presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and
   ii. give a true and fair view of the net profit and other financial information for the quarter ended March 31, 2014 and for the year ended March 31, 2014.

5. Further, read with paragraph 1 above, we report that the figures for the quarter ended March 31, 2014 represent the derived figures between the audited figures in respect of the financial year ended March 31, 2014 and the published year-to-date figures up to December 31, 2013, being the date of the end of the third quarter of the current financial year, which were subjected to a limited review as stated in paragraph 1 above, as required under Clause 41(I)(d) of the Listing Agreement.

S.R. BATLIBOI & CO. LLP GURGAON

S.R. BATLIBOI & CO. LLP
Chartered Accountants

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6. Further, read with paragraph 1 above, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the company in terms of clause 35 of the Listing Agreement and found the same to be correct.

For S.R. BATLIBOI & CO. LLP
Chartered Accountants
ICAI Firm registration number: 301003E

per Anil Gupta
Partner
Membership No.: 87921

Place: Gurgaon
Date: May 9, 2014

Chambal Fertilisers and Chemicals Limited
Regd. Office: Gadepan Distt. Kota (Rajasthan) PIN-325208

Part I

STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED MARCH 31, 2014

(Rs.in Lac)

SL. No.	Particulars	STANDALONE					CONSOLIDATED	
		Quarter Ended			Year Ended		Year Ended	
		31.03.2014 (Audited) (Refer note no. 8 below)	31.12.2013 (Unaudited)	31.03.2013 (Audited)	31.03.2014 (Audited)	31.03.2013 (Audited)	31.03.2014 (Audited)	31.03.2013 (Audited)
1.	**Income from Operations**							
	(a) Net Sales/ Income from Operations (Net of Excise Duty)	144118.40	235925.15	154344.81	797641.85	733747.97	890509.84	819865.84
	(b) Other Operating Income	91.82	63.38	73.11	547.18	333.99	547.18	333.99
	Total income from Operations (Net)	144210.22	235988.53	154417.92	798189.03	734081.96	891057.02	820199.83
2.	**Expenses**							
	(a) Cost of Materials Consumed	48824.68	64002.39	53383.60	221707.05	188263.85	256219.07	219127.56
	(b) Power & Fuel	27581.82	37177.09	30946.93	129149.88	110462.80	130750.78	111749.67
	(c) Purchase of Stock-in-Trade	3687.48	56458.34	29750.19	187058.56	315386.31	187058.56	311972.05
	(d) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	22091.45	19729.53	(3674.53)	57616.76	(66604.81)	56198.56	(62916.57)
	(e) Employee Benefits Expense	3944.22	3648.50	3722.19	14871.70	14058.47	40976.82	36991.15
	(f) Depreciation and Amortization Expense	5493.34	5826.30	5375.90	23030.58	22204.34	28236.65	26706.31
	(g) Other Expenses	32312.23	31650.69	27958.90	126413.70	101395.12	152463.09	134856.37
	Total Expenses	143935.22	218492.84	147263.18	759848.23	685166.08	851903.53	778486.54
3.	**Profit from Operations before Other Income, Finance Costs and Exceptional Items (1-2)**	275.00	17495.69	7154.74	38340.80	48915.88	39153.49	41713.29
4.	Other Income	4843.78	2093.40	2010.39	16146.69	8523.64	10497.52	8101.83
5.	**Profit from Ordinary Activities before Finance Costs and Exceptional Items (3 + 4)**	5118.78	19589.09	9165.13	54487.49	57439.52	49651.01	49815.12
6.	Finance Costs	4672.68	5934.45	4089.81	19895.23	12962.20	20742.57	13825.38
7.	**Profit from Ordinary Activities after Finance Costs but before Exceptional Items (5 - 6)**	446.10	13654.64	5075.32	34592.26	44477.32	28908.44	35989.74
8.	Exceptional Items	-	-	-	-	1195.73	-	1195.73
9.	**Profit from Ordinary Activities before Tax (7+ 8)**	446.10	13654.64	5075.32	34592.26	45673.05	28908.44	37185.47
10.	Tax expense							
	- Current Tax	(855.12)	4532.34	1448.84	10009.33	12137.89	11156.06	13005.70
	- Tax related to Earlier Years (Net)	-	9.87	8.57	(5995.21)	(30.68)	(5995.21)	19.73
	- Deferred Tax Charge/ (Credit)	738.24	84.19	1323.86	271.04	3004.59	295.77	2947.12
11.	**Net Profit from Ordinary Activities after Tax (9-10)**	562.98	9028.24	2294.05	30307.10	30561.25	23451.82	21212.92
12.	Minority Interest	-	-	-	-	-	(960.60)	(2638.67)
13.	**Net Profit after Taxes and Minority Interest (11-12)**	562.98	9028.24	2294.05	30307.10	30561.25	24412.42	23851.59
14.	Paid up Equity Share Capital (Face Value of Rs.10/- per share)	41620.79	41620.79	41620.79	41620.79	41620.79	41620.79	41620.79
15.	Reserves excluding Revaluation Reserve as per Balance Sheet of Previous Accounting Year				177225.34	157559.03	164236.91	143603.10
16.	Earnings Per Share (of Rs 10/- each)							
	Basic (Rs.)	0.14	2.17	0.55	7.28	7.34	5.87	5.73
	Diluted (Rs.)	0.14	2.17	0.55	7.28	7.34	5.87	5.73

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Part II

SL No.	Particulars	STANDALONE					CONSOLIDATED	
		Quarter Ended			Year Ended		Year Ended	
		31.03.2014	31.12.2013	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013
A	**PARTICULARS OF SHAREHOLDING**							
1.	**Public Shareholding**							
	- Number of Shares	**179945049**	179945049	184564506	**179945049**	184564506	**179945049**	184564506
	- Percentage of shareholding	**43.23**	43.23	44.34	**43.23**	44.34	**43.23**	44.34
2.	**Promoter and Promoter Group Shareholding**							
	a) Pledged/ Encumbered							
	- Number of Shares	**33380000**	28225000	33065000	**33380000**	33065000	**33380000**	33065000
	- Percentage of Shares (as a % of the total Shareholding of Promoter and Promoter Group)	**14.13**	11.95	14.27	**14.13**	14.27	**14.13**	14.27
	- Percentage of Shares (as a % of the total Share Capital of the Company)	**8.02**	6.78	7.95	**8.02**	7.95	**8.02**	7.95
	b) Non-Encumbered							
	- Number of Shares	**202882803**	208037803	198578346	**202882803**	198578346	**202882803**	198578346
	- Percentage of Shares (as a % of the total Shareholding of Promoter and Promoter Group)	**85.87**	88.05	85.73	**85.87**	85.73	**85.87**	85.73
	- Percentage of Shares (as a % of the total share Capital of the Company)	**48.75**	49.99	47.71	**48.75**	47.71	**48.75**	47.71

B. INVESTOR COMPLAINTS FOR THE QUARTER ENDED 31.03.2014

Pending at the beginning of the quarter	Received during the quarter	Disposed off during the quarter	Remaining unresolved at the end of the quarter
NIL	122	122	NIL

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SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED

(Rs. In Lac)

SL. No.	Particulars	STANDALONE					CONSOLIDATED	
		Quarter Ended			Year Ended		Year Ended	
		31.03.2014 (Audited)	31.12.2013 (Unaudited)	31.03.2013 (Audited)	31.03.2014 (Audited)	31.03.2013 (Audited)	31.03.2014 (Audited)	31.03.2013 (Audited)
1.	**Segment Revenue**							
	a) Own Manufactured Fertiliser	**81023.23**	118371.14	76733.89	**436440.42**	360478.21	**436440.42**	360478.21
	b) Own Manufactured Phosphoric Acid	**-**	-	-	**-**	-	**49045.08**	46295.50
	c) Traded Goods	**37343.46**	93575.47	59633.12	**262880.70**	304385.02	**262880.70**	304385.02
	d) Shipping	**16563.49**	14674.50	8852.49	**58928.26**	30966.70	**58928.26**	31651.86
	e) Textile	**9280.04**	9367.42	9198.42	**39939.65**	38252.03	**39939.65**	38252.03
	f) Software and Others	**-**	-	-	**-**	-	**43822.91**	41783.22
	g) Unallocated	**-**	-	-	**-**	-	**-**	-
	Total (a to g)	**144210.22**	235988.53	154417.92	**798189.03**	734081.96	**891057.02**	822845.84
	Less: Inter segment revenue	**-**	-	-	**-**	-	**-**	2646.01
	Net Sales / Income from Operations	**144210.22**	**235988.53**	**154417.92**	**798189.03**	**734081.96**	**891057.02**	**820199.83**
2.	**Segment Results**							
	Profit / (Loss) before Interest and Tax from each Segment							
	a) Own Manufactured Fertiliser	**1281.80**	11874.43	10573.03	**39416.28**	47699.81	**39416.28**	47699.81
	b) Own Manufactured Phosphoric Acid	**-**	-	-	**-**	-	**1835.10**	152.19
	c) Traded Goods	**2513.54**	8819.01	2289.96	**16027.88**	22548.17	**16027.88**	22548.17
	d) Shipping	**(514.35)**	1191.22	(878.86)	**(1351.94)**	(2205.67)	**(1408.89)**	(2083.22)
	e) Textile	**521.86**	538.64	914.07	**2620.91**	2012.77	**2620.91**	2012.77
	f) Software and Others	**-**	-	-	**-**	-	**(1265.06)**	(7934.97)
	Total (a to f)	**3802.85**	22423.30	12898.20	**56713.13**	70055.08	**57226.22**	62394.75
	Less : (i) Interest	**4577.90**	5756.60	3969.63	**19345.31**	11929.46	**20107.47**	12500.47
	(ii) Other Unallocable Expenditure Net off Unallocable income	**(1221.15)**	3012.06	3853.25	**2775.56**	12452.57	**8210.31**	12708.81
	Total Profit before Tax	**446.10**	**13654.64**	**5075.32**	**34592.26**	**45673.05**	**28908.44**	**37185.47**
3.	**Capital Employed (Segment Assets - Segment Liabilities)**							
	a) Own Manufactured Fertiliser	**379249.76**	342417.59	321967.00	**379249.76**	321967.00	**379249.76**	321967.00
	b) Own Manufactured Phosphoric Acid	**-**	-	-	**-**	-	**13664.38**	10910.82
	c) Traded Goods	**103228.83**	151596.37	194055.11	**103228.83**	194055.11	**103228.83**	194055.11
	d) Shipping	**151744.74**	156451.47	149023.61	**151744.74**	149023.61	**152027.21**	149730.09
	e) Textile	**22603.54**	17392.03	18794.21	**22603.54**	18794.21	**22603.54**	18794.21
	f) Software and Others	**-**	-	-	**-**	-	**42337.02**	37151.53
	g) Unallocated Capital Employed	**(438206.08)**	(438933.52)	(484660.11)	**(438206.08)**	(484660.11)	**(500327.23)**	(541729.04)
	Total (a to g)	**218620.79**	**228923.94**	**199179.82**	**218620.79**	**199179.82**	**212783.51**	**190879.72**

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AUDITED STATEMENT OF ASSETS AND LIABILITIES

(Rs. In Lac)

SL No.	PARTICULARS	STANDALONE		CONSOLIDATED	
		As at 31.03.2014	As at 31.03.2013	As at 31.03.2014	As at 31.03.2013
A.	**EQUITY AND LIABILITIES**				
1.	Shareholders' Fund				
	a) Share Capital (Refer note no. 6)	41395.45	41620.79	41395.45	41620.79
	b) Reserve and Surplus (Refer note no. 6)	177225.34	157559.03	164236.91	143603.10
	Sub Total – Shareholders' Fund	218620.79	199179.82	205632.36	185223.89
2..	**Preference Shares (Held by other than group)**	-	-	0.24	0.21
3.	**Minority Interest**	-	-	7150.91	5655.62
4.	**Non-Current Liabilities**				
	a) Long Term Borrowings	101908.53	112710.57	101942.79	112766.13
	b) Deferred Tax Liabilities (Net)	41880.83	41609.79	41880.83	41609.79
	c) Other Long-Term Liabilities	375.31	366.33	380.44	374.13
	d) Long Term Provisions	2522.69	3588.34	2558.00	3860.14
	Sub Total – Non Current Liabilities	146687.36	158275.03	146762.06	158610.19
5.	**Current Liabilities**				
	a) Short Term Borrowings	330099.40	375140.95	343697.60	387644.85
	b) Trade Payables	18646.62	46346.09	30458.87	61768.50
	c) Other Current Liabilities	51474.56	48051.90	56809.24	52077.49
	d) Short Term Provisions	12082.38	17071.35	13769.26	18341.58
	Sub Total – Current Liabilities	412302.96	486610.29	444734.97	519832.42
	TOTAL – EQUITY AND LIABILITIES	777611.11	844065.14	804280.54	869322.33
B.	**ASSETS**				
6.	**Non-Current Assets**				
	a) Fixed Assets	267468.08	264342.12	286267.36	282952.09
	b) Goodwill on Consolidation	-	-	22189.56	19784.32
	c) Non-current investments	56035.10	54440.42	10.59	9.70
	d) Deferred Tax Assets (Net)	-	-	156.03	162.05
	e) Long Term Loans and Advances	16820.69	17720.42	18435.69	18584.88
	f) Other Non-current assets	1711.16	1461.56	1711.53	1463.49
	Sub Total – Non Current Assets	342035.03	337964.52	328770.76	322956.53
7.	**Current Assets**				
	a) Current Investments	-	-	-	-
	b) Inventories	64212.32	122677.99	68553.64	125532.68
	c) Trade Receivables	344049.11	343362.71	355949.49	358637.11
	d) Cash and bank balances	2366.23	22471.47	19750.95	39907.79
	e) Short Term Loans and Advances	18374.83	10602.24	25220.59	13885.46
	f) Other current assets	6573.59	6986.21	6035.11	8402.76
	Sub Total – Current Assets	435576.08	506100.62	475509.78	546365.80
	TOTAL ASSETS	777611.11	844065.14	804280.54	869322.33

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Notes:

1. The Consolidated Financial Statements are prepared in accordance with the principles and procedures for the preparation and presentation of consolidated accounts as set out in the Accounting Standards (AS- 21 and AS- 27) issued by the Institute of Chartered Accountants of India (ICAI).

2. The Consolidated Financial Results of all the consolidated entities represent their operations for the year (April 2013 to March 2014) except that of Indo Maroc Phosphore, S.A. and CFCL Technologies Limited & its step down subsidiaries, where financial year is calendar year 2013.

3. The results for the year ended March 31, 2014 have been prepared on the basis of notified concession prices for urea under the New Pricing Scheme – Stage III, further adjusted for input price escalation / de-escalation, as estimated on the basis of prescribed norms.

4. During the year, the subsidy on Phosphatic and Potassic fertilizers has been accounted for as per concession rates notified by the Government of India and estimated by the management, in accordance with Nutrient Based Subsidy Policy effective from April 1, 2013.

5. During the quarter ended March 31, 2014, Gadepan I and II plants were under planned shutdown for a period of 29 days and 6 days, respectively.

6. During the quarter, the Company has consolidated the accounts of CFCL Employees Welfare Trust (Trust) with the Company as per the recent opinion of Expert Advisory Committee (EAC) of ICAI (issued in the month of March 2014). The Trust has acquired in the past equity shares of the Company from the secondary market for transfer to the eligible employees as per the CFCL Employees Stock Option Scheme of the Company. Consequently, the Shareholders' Funds of the Company has been adjusted by Rs.1656.92 lac i.e. (a) downward adjustment in share capital by Rs.225.34 lac being the face value of 2,253,402 equity shares held by the Trust, (b) downward adjustment in reserves by Rs.1518.79 lac representing the purchase price in excess of face value of such equity shares; and (c) increase in reserves by Rs.87.21 lac towards the accumulated profits of the Trust till last year and dividend received by the Trust during the year.

7. The Board of Directors has recommended a dividend @ Rs. 1.90 per Equity Shares of the Company (excluding Dividend Distribution Tax).

8. The figures for the last quarter of the current year and of the previous year are the balancing figures between the audited figures for full financial year and the published year to date figures upto third quarter of corresponding year.

9. 'Tax related to earlier years' substantially represents income tax credit on certain benefits allowed by Income Tax Appellate Tribunal (ITAT) and Commissioner of Income Tax (Appeals), which has been recognized during the year.

10. The auditors have conducted the audit of the financial results for the year ended March 31, 2014. The results were reviewed by the Audit Committee. The Board has taken on record the financial results at its meeting held on May 09, 2014.

11. Previous period / year figures have been regrouped / reclassified to make them comparable with those of current period / year.

By order of the Board

Anil Kapoor
Managing Director

Place: New Delhi
Date : May 09, 2014

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