CHAMBAL FERTILISERS AND CHEMICALS LIMITED

September 22, 2016

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 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith summary of proceedings of the 31st Annual general Meeting of the Company held on Thursday, September 22, 2016 in the Multi-purpose Hall at the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN-325 208.

You are requested to notify your constituents accordingly.

Yours sincerely,

for **Chambal Fertilisers and Chemicals Limited**

Rajveer Singh
Assistant Vice President- Legal & Secretary

Encl.: a/a

Summary of proceedings of the 31st Annual General Meeting of Chambal Fertilisers and Chemicals Limited held on September 22, 2016

The Thirty First Annual General Meeting ("AGM") of the members of the Company was held at 1030 hours on Thursday, September 22, 2016 in the Multi-purpose Hall at the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN-325 208.

Mr. Anil Kapoor, Managing Director chaired the meeting. Mr. Aditya Narayan, Independent Director, Mr. Marco Wadia, Chairman of the Audit Committee and Ms. Radha Singh, Chairperson of the Nomination and Remuneration Committee and Stakeholders Relationship Committee were present at the meeting. Mr. Manish Gupta, representative of M/s. RMG & Associates, Company Secretaries, the Secretarial Auditors of the Company, was also present at the meeting.

The Chairman ascertained the quorum and called the meeting to order. He welcomed the members at the 31st AGM and introduced the persons on the dais.

He then addressed the shareholders and apprised them about the performance of the Company, the new Urea project of the Company and Corporate Social Responsibility initiatives/ programmes of the Company.

He drew the attention of members to the records/ registers/other documents made available for their inspection.

The members were informed that in accordance with the provisions of the Companies Act, 2013 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company had provided the facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("Remote E-voting"), on all items set out in the notice of AGM dated August 10, 2016 ("AGM Notice"). The Remote E-voting commenced on Saturday, September 17, 2016 (0900 hours) and ended on Wednesday, September 21, 2016 (1700 hours). Further, the facility of voting through ballot paper on all items set out in the AGM Notice was made available at the AGM for those members who did not cast their vote through Remote E-voting. Mr. Manish Gupta, partner, RMG & Associates, Company Secretaries in whole time practice, was appointed by the Board of Directors of the Company to scrutinize the voting at AGM and Remote E- voting, in a fair and transparent manner.

The Chairman replied to the queries raised by the members.

The following items of business as stated in the AGM Notice were transacted at the meeting:

Ordinary Business

1. Receive, consider and adopt:
   a) the audited financial statements of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon; and

CHAMBAL FERTILISERS & CHEMICALS LTD. GADEPAN Distt. Kota (Rajasthan)

b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2016 and report of the Auditors thereon.

2. Declaration of dividend on equity shares for the financial year ended March 31, 2016.
3. Re-appointment of Mr. Shyam Sunder Bhartia (DIN 00010484) as Director, who retires by rotation.
4. Appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Registration No. 301003E/E300005), as Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the Thirty Second AGM of the Company, at such remuneration as may be fixed by the Board of Directors.
5. Appointment of M/s. Singhi & Co., Chartered Accountants (Registration No. 302049E), as Branch Auditors for Shipping Business of the Company to hold office from the conclusion of this AGM until the conclusion of the Thirty Second AGM of the Company, at such remuneration as may be fixed by the Board of Directors.

Special Business

6. Approval for re-appointment of Mr. Anil Kapoor (DIN 00032299) as Managing Director of the Company
7. Approval for remuneration payable to M/s. K.G. Goyal & Associates, Cost Auditors (Registration No. 000024).
8. Approval to make offer or invitation for subscription of non- convertible debentures, on private placement basis.
9. Approval for conversion of loans into equity shares of the Company as per strategic debt restructuring scheme of Reserve Bank of India.

The Chairman informed that the results of Remote E-voting and voting at AGM would be made available together with the scrutinizer's report at the websites of the Company and National Securities Depository Limited, within 48 hours of conclusion of the meeting. The results would also be displayed at the Notice Boards at the Registered Office and the Corporate Office of the Company. The Chairman thereafter handed over the process of voting through ballot paper to Mr. Manish Gupta, Scrutinizer.

The scrutinizer's report dated September 22, 2016 was received and all the resolutions pertaining to the items of business mentioned above were declared as passed with requisite majority.

for Chambal Fertilisers and Chemicals Limited

CHAMBAL FERTILISERS & CHEMICALS LTD. GADEPAN Dist. (Rajasthan)

Rajveer Singh
Assistant Vice President- Legal & Secretary