

RMG & ASSOCIATES

Company Secretaries

SCRUTINIZER'S REPORT

To,

**The Chairman of the 31st Annual General Meeting ("AGM") of the
Equity Shareholders of Chambal Fertilisers and Chemicals Limited
("the Company")**

**Held on Thursday, September 22, 2016 at 1030 Hours in the
Multi-purpose Hall at the Registered Office of the Company
At Gadepan, Distt. 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 Scrutinizer by the Board of Directors of the Company to scrutinize the Remote E-voting (defined hereinafter) process and voting at the AGM, in respect of the items/ resolutions contained in the notice of AGM dated August 10, 2016 ("AGM Notice").

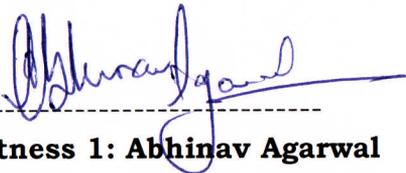
I hereby submit my report as under:

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 venue of AGM ("Remote E-voting").
2. The Company has completed dispatch of the AGM Notice along with Proxy Form, Attendance Slip and route map of the venue of AGM on Friday, August 26, 2016. The aforesaid documents have been mailed electronically to those members who have registered their email addresses with the Company or their depository participant and in physical form to the members who have not registered their email addresses as specified above.
3. The Company has published on August 27, 2016, an advertisement about the dispatch of AGM Notice in Mint (English Newspaper - All Editions) and Rajasthan Patrika (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. September 15, 2016 were entitled to avail the facility of Remote E-voting as well as voting at the AGM on the items / resolutions (item no.1 to 9) as set out in the AGM Notice.

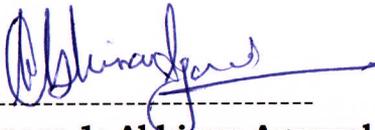
207, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi-110005, www.rmgcs.com
Phone: 9212221110, 9868113870; 2875 2857, 4504 2509; E-Mail :info@rmgcs.com



5. In terms of the AGM Notice, Remote E-voting commenced from Saturday, September 17, 2016 (0900 Hours) and ended at 1700 Hours on Wednesday, September 21, 2016. At the end of the Remote E-voting period, Remote E Voting facility was blocked by NSDL forthwith.
6. The Company has also provided voting through ballot paper to the members present at the AGM who had not cast their vote through Remote E-voting.
7. Two (2) empty ballot boxes, kept for voting at AGM through ballot paper, were locked and sealed, in the presence of members and proxies.
8. The ballot boxes having votes cast at AGM through ballot paper were opened immediately after the conclusion of voting at the AGM through ballot paper in the presence of two witnesses viz. Mr. Abhinav Agarwal R/o 28/128, 3rd Floor, Gali No. 13, Vishwas Nagar, Shahdara, Delhi-110032 and Mr. Ankur Bansal R/o M/s Laxmi Narayan Ashok Kumar, 33-A, Old Anaj Mandi, Sonapat, Haryana -131001 and the votes cast at the AGM through ballot paper were counted. The witnesses have signed below in confirmation of the ballot boxes being opened in their presence.

**Witness 1: Abhinav Agarwal****Witness 2: Ankur Bansal**

9. Thereafter votes cast through Remote E-voting were unblocked in the presence of two witnesses viz. Mr. Abhinav Agarwal R/o 28/128, 3rd Floor, Gali No. 13, Vishwas Nagar, Shahdara, Delhi-110032 and Mr. Ankur Bansal R/o M/s Laxmi Narayan Ashok Kumar, 33-A, Old Anaj Mandi, Sonapat, Haryana -131001 not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

**Witness 1: Abhinav Agarwal****Witness 2: Ankur Bansal**

10. The results of Remote E-voting and voting at AGM through ballot paper are attached as Annexure-1 hereto.
11. Based on the aforesaid results, Seven (7) Ordinary Resolutions and Two (2) Special Resolutions pertaining to the items of business contained in the AGM Notice have been passed with requisite majority as per the provisions of the Companies Act, 2013.



RMG & Associates

Company Secretaries

Continuation Sheet No. 3

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 Annual General Meeting.

Thanking You,

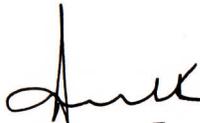
Yours Truly,



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

Place: Gadepan, Rajasthan
Dated: September 22, 2016

Countersigned by:


(ANIL KAPOOR)
Chairman of 31st Annual General Meeting
of Chambal Fertilisers and Chemicals Limited.

ORDINARY BUSINESS**Item No.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 Board of Directors' and Auditors' thereon; and

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

(ORDINARY RESOLUTION)

Mode of Voting	Voted in favour of Resolution			Votes 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	247	303918734	100.00	2	350	0.00	4	672064
Voting at AGM through ballot paper	96	54963	100.00	0	0	0.00	21	6770
Total	343	303973697	100.00	2	350	0.00	25	678834

Item No.2: Declaration of Dividend on Equity Shares for the financial year ended March 31, 2016. **(ORDINARY RESOLUTION)**

Mode of Voting	Voted in favour of Resolution			Votes 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	246	304236876	100.00	3	591	0.00	4	672064
Voting at AGM through ballot paper	94	51413	93.71	1	3450	6.29	21	6770
Total	340	304288289	100.00	4	4041	0.00	25	678834



Item No.3: Re-appointment of Mr. Shyam Sunder Bhartia (DIN 00010484) as Director, who retires by rotation. (ORDINARY RESOLUTION)

Mode of Voting	Voted in favour of Resolution			Votes 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	190	285554378	93.86	56	18685657	6.14	4	672064
Voting at AGM through ballot paper	93	54488	99.50	1	275	0.50	21	6770
Total	283	285608866	93.86	57	18685932	6.14	25	678834

Item No.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 conclusion of Thirty Second AGM of the Company, at such remuneration as may be fixed by the Board of Directors. (ORDINARY RESOLUTION)

Mode of Voting	Voted in favour of Resolution			Votes 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	242	304128362	99.96	7	111955	0.04	4	672064
Voting at AGM through ballot paper	95	54688	99.50	1	275	0.50	21	6770
Total	337	304183050	99.96	8	112230	0.04	25	678834



Item No.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 conclusion of Thirty Second AGM of the Company, at such remuneration as may be fixed by the Board of Directors. **(ORDINARY RESOLUTION)**

Mode of Voting	Voted in favour of Resolution			Votes 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	239	304124072	99.96	6	111945	0.04	4	672064
Voting at AGM through ballot paper	94	54763	99.82	1	100	0.18	21	6770
Total	333	304178835	99.96	7	112045	0.04	25	678834

SPECIAL BUSINESS

Item No.6: Approval for re-appointment of Mr. Anil Kapoor (DIN 00032299) as Managing Director of the Company . **(ORDINARY RESOLUTION)**

Mode of Voting	Voted in favour of Resolution			Votes 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	299094799	98.31	20	5141636	1.69	4	672064
Voting at AGM through ballot paper	96	54963	100.00	0	0	0.00	21	6770
Total	322	299149762	98.31	20	5141636	1.69	25	678834



Item No.7: Approval for remuneration payable to M/s. K.G. Goyal & Associates, (Registration No. 000024) Cost Auditors. (ORDINARY RESOLUTION)

Mode of Voting	Voted in favour of Resolution			Votes 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	244	304238876	100.00	5	1491	0.00	4	672064
Voting at AGM through ballot paper	93	54088	99.49	1	275	0.51	21	6770
Total	337	304292964	100.00	6	1766	0.00	25	678834

Item No.8: Approval to make offer or invitation for subscription of non-convertible debentures, on private placement basis. (SPECIAL RESOLUTION)

Mode of Voting	Voted in favour of Resolution			Votes 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	240	303553708	99.77	8	686559	0.23	4	672064
Voting at AGM through ballot paper	93	54713	100.00	0	0	0.00	21	6770
Total	333	303608421	99.77	8	686559	0.23	25	678834

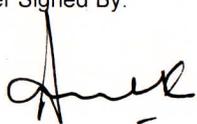


Item No. 9: Approval for conversion of loans into equity shares of the Company as per strategic debt restructuring scheme of Reserve bank of India. (SPECIAL RESOLUTION)

Mode of Voting	Voted in favour of Resolution			Votes 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	228	298511565	98.34	19	5044985	1.66	4	672064
Voting at AGM through ballot paper	95	54863	100.00	0	0	0.00	21	6770
Total	323	298566428	98.34	19	5044985	1.66	25	678834


 Manish Gupta
 Scrutiniser

Place: Gadepan, Rajasthan
 Date: 22/09/2016

Counter Signed By:

 (ANIL KAPOOR)
 Chairman of 31st Annual General Meeting
 of Chumbal Fertilisers and Chemicals Co.