



CHAMBAL FERTILISERS AND CHEMICALS LIMITED

Announcement of Results of voting conducted by Postal Ballot

Pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable law for the time being in force, approval of the members of the Company was sought by way of Postal Ballot including voting through electronic means ("e-voting") on the special resolution proposed in Postal Ballot Notice dated December 22, 2015, as described below:

Special Resolution to authorize the Board of Directors of the Company to sell, assign, transfer and deliver one or more than one or all five (5) ships/vessels of the Company or the entire shipping undertaking/ business of the Company as a going concern on slump sale basis, or some other appropriate structure.

Mr. Manish Gupta, Partner of RMG & Associates, Company Secretaries in whole time practice, was appointed as Scrutinizer for conducting the Postal Ballot process in fair and transparent manner.

As per Scrutinizer's Report dated February 8, 2016, the following result of Postal Ballot is announced:

| Particulars | Voting Details |
|--|------------------|
| Total Postal Ballot Forms received and e-voting | 2140 |
| Less : Invalid Postal Ballot Forms received and e-voting | 324 |
| Total Valid Postal Ballot Forms received and e-voting | 1816 |
| Total No. of Valid Votes | 307425426 |
| No. of Votes with Assent for the Resolution | 303119552 |
| No. of Votes with Dissent for the Resolution | 4305874 |
| Percentage of Votes in favour to Total valid votes | 98.60 |
| Percentage of Votes Against to Total valid votes | 1.40 |

I declare that the Special Resolution set out in the Postal Ballot Notice dated December 22, 2015 has been passed with requisite majority.

for Chambal Fertilisers and Chemicals Limited

Anil Kapoor
Managing Director

Place: New Delhi
Date: February 08, 2016

RMG & ASSOCIATES

Company Secretaries

SCRUTINIZER'S REPORT

To,
The Managing Director
Chambal Fertilisers and Chemicals Limited
Gadepan, District - Kota,
Rajasthan - 325208

Dear Sir,

The Board of Directors of the Company at its meeting held on December 22, 2015 has appointed me as Scrutinizer to conduct the Postal Ballot process in respect of the Special Resolution proposed in the Postal Ballot Notice dated December 22, 2015 (hereinafter referred to as "**Postal Ballot Notice**"), as described below:

| Type and description of the Special Resolution |
|--|
| Special Resolution to authorize the Board of Directors of the Company to sell, assign, transfer and deliver one or more than one or all five (5) ships/vessels of the Company or the entire shipping undertaking/ business of the Company as a going concern on slump sale basis, or some other appropriate structure. |

I hereby submit my report on the voting on the Special Resolution proposed in the Postal Ballot Notice, 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 ("Listing Regulations"), the Company has made arrangement with National Securities Depository Limited ("NSDL") for providing facility of voting through electronic means ("e-voting") to its members. The members of the Company had option to cast their vote either through e-voting or by physical postal ballot form.
2. The Company has completed dispatch of Postal Ballot Notice along with postal ballot form and postage prepaid self-addressed business reply envelope (in case of documents sent in physical form) on Wednesday, January 6, 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 by registered or speed post to the members who have not registered their email addresses as specified above.



3. The Company has published on January 07, 2016, an advertisement about the despatch of Postal Ballot Notice in The Economic Times (English Newspaper - Jaipur Edition), Mint (English Newspaper - All Editions) and Dainik Bhaskar (Hindi Newspaper - Kota Edition).
4. The members of the Company whose names recorded in the register of members or in the register of beneficial owners maintained by the depositories as on December 31, 2015 were entitled to vote on the special resolution as set out in the Postal Ballot Notice.
5. The envelopes containing postal ballot forms, if any, received after 1700 hours on Saturday, February 06, 2016 were not considered for my scrutiny.
6. The votes cast through e-voting were unblocked on February 06, 2016 in the presence of two witnesses, Mr. Manish Kumar R/o 170B, Pocket - 1, Mayur Vihar, Phase - I, New Delhi - 110091 and Mr. Ankur Bansal R/o M/s Laxmi Narayan Ashok Kumar, 33-A, Old Anaj Mandi, Sonapat, Haryana - 131001 who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Witness 1:



Witness 2:

7. The votes exercised through e-voting at NSDL platform from Friday, January 08, 2016 (0900 Hours) to Saturday, February 06, 2016 (upto 1700 Hours) and all physical postal ballot forms received till Saturday, February 06, 2016 (upto 1700 Hours), being the last date for receipt of postal ballot forms and e-voting, were considered for my scrutiny.
8. The physical postal ballot forms were duly opened in my presence.
9. The physical ballot papers received and votes cast through e-voting were matched with the Register of Members / list of beneficial owners of the Company as on December 31, 2015.
10. The votes cast through physical ballot forms and e-voting were scrutinised by me for verification of votes cast in favour and against the resolution.
11. One (1) postal ballot form was found torn or defaced or mutilated and accordingly marked invalid.
12. The particulars of voting and other requisite details have been entered in a separate Register maintained for the purpose.
13. Three (3) members holding 298 equity shares have voted through e-voting as well as physical postal ballot. The votes cast by such members through physical postal ballots have been considered invalid.



14. The details of the voting are as under:

a) Voting through Postal Ballot Forms:

| Particulars | No. of postal ballot forms | No. of equity shares |
|---------------------------------------|-----------------------------------|-----------------------------|
| Total Postal Ballot Forms received | 1804 | 773282 |
| Less : Invalid Postal Ballot Forms | 319 | 114745 |
| Total Valid Postal Ballot Forms | 1485 | 658537 |
| Votes with Assent for the Resolution | 1437 | 635648 |
| Votes with Dissent for the Resolution | 48 | 22889 |

b) Voting through Electronic Mode (e-voting):

| Particulars | No. of members | No. of equity shares |
|---------------------------------------|-----------------------|-----------------------------|
| Votes cast through e-voting | 336 | 307059208 |
| Less : Invalid votes | 5 | 292319 |
| Total Number of Valid Votes | 331 | 306766889 |
| Votes with Assent for the Resolution | 304 | 302483904 |
| Votes with Dissent for the Resolution | 27 | 4282985 |

15. The consolidated summary of valid Votes (voting through physical postal ballot forms and e-voting) is as under:

| Particulars | No. of members | No. of equity shares | % of valid votes received |
|---------------------------------------|-----------------------|-----------------------------|----------------------------------|
| Total Valid Votes | 1816 | 307425426 | 100 |
| Votes with Assent for the Resolution | 1741 | 303119552 | 98.60 |
| Votes with Dissent for the Resolution | 75 | 4305874 | 1.40 |



16. Details of voting (through physical postal ballot forms and e-voting) as per Regulation 44(3) of the Listing Regulations are as under:

| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 236712893 | 236300836 | 99.83 | 236300836 | 0 | 100 | 0 |
| | Postal Ballot | | 110 | 00.00 | 110 | 0 | 100 | 0 |
| | Total | | 236300946 | 99.83 | 236300946 | 0 | 100 | 0 |
| Public - Institutions | E-Voting | 87641089 | 69904489 | 79.76 | 65634140 | 4270349 | 93.89 | 6.11 |
| | Postal Ballot | | - | - | - | - | - | - |
| | Total | | 69904489 | 79.76 | 65634140 | 4270349 | 93.89 | 6.11 |
| Public- Non Institutions | E-Voting | 91853870 | 561564 | 0.61 | 548928 | 12636 | 97.75 | 2.25 |
| | Postal Ballot | | 658427 | 0.72 | 635538 | 22889 | 96.52 | 3.48 |
| | Total | | 1219991 | 1.33 | 1184466 | 35525 | 97.09 | 2.91 |
| Total | | 416207852 | 307425426 | 73.86 | 303119552 | 4305874 | 98.60 | 1.40 |

17. The special resolution as set out in the postal ballot notice has been approved by the shareholders with requisite majority.

18. You may kindly declare the result of voting by Postal Ballot in respect of the Special Resolution mentioned in the Postal Ballot Notice.

**For RMG & Associates
Company Secretaries**



**CS Manish Gupta
Partner**

FCS - 5123, C.P NO. - 4095

Date: 08-02-2016

Place: New Delhi

Countersigned by:

For Chambal Fertilisers and Chemicals Ltd.

**ANIL KAPOOR
Managing Director**

PLACE : NEW DELHI

DATE : 08-02-2016