



CHAMBAL FERTILISERS AND CHEMICALS LIMITED

September 12, 2023

BSE Limited

Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai – 400 001

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 Eighth Annual General Meeting of the Company held on September 12, 2023 alongwith Scrutiniser's Report dated September 12, 2023.

You are requested to notify your constituents accordingly.

Thanking You,

Yours sincerely,

for **Chambal Fertilisers and Chemicals Limited**

Anuj Jain

Assistant Vice President - Finance & Company Secretary

Encl: As above

DETAILS OF VOTING RESULTS

CHAMBAL FERTILISERS AND CHEMICALS LIMITED

Date of the Annual General Meeting	September 12, 2023
Total number of shareholders on record date	245037
No. of Shareholders present in the meeting either in person or through proxy :	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	38
Public:	84

Agenda wise Disclosures

Item No. 1:	Receive, consider and adopt: a) the audited financial statements of the Company for the Financial Year ended March 31, 2023 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, 2023 and the 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	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	252057905	252057905	100.0000	252057905	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		252057905	100.0000	252057905	0	100.0000	0.0000
Public-Institutions	E-Voting	87774111	78935012	89.9297	78935012	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		78935012	89.9297	78935012	0	100.0000	0.0000
Public-Non Institutions	E-Voting	76375836	854079	1.1183	852481	1598	99.8129	0.1871
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		854079	1.1183	852481	1598	99.8129	0.1871
Total		416207852	331846996	79.7311	331845398	1598	99.9995	0.0005

Item No. 2:	Declaration of final dividend @ Rs. 3.00 per equity share of Rs. 10 each of the Company for the Financial Year ended March 31, 2023.
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	252057905	252057905	100.0000	252057905	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		252057905	100.0000	252057905	0	100.0000	0.0000
Public-Institutions	E-Voting	87774111	79198100	90.2295	79198100	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		79198100	90.2295	79198100	0	100.0000	0.0000
Public-Non Institutions	E-Voting	76375836	853878	1.1180	852190	1688	99.8023	0.1977
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		853878	1.1180	852190	1688	99.8023	0.1977
Total		416207852	332109883	79.7942	332108195	1688	99.9995	0.0005

Item No. 3:	Re-appointment of Mr. Chandra Shekhar Nopany (Director Identification Number: 00014587), 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	252057905	236605963	93.8697	236605963	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		236605963	93.8697	236605963	0	100.0000	0.0000
Public-Institutions	E-Voting	87774111	79198100	90.2295	65421298	13776802	82.6046	17.3954
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		79198100	90.2295	65421298	13776802	82.6046	17.3954
Public-Non Institutions	E-Voting	76375836	775268	1.0151	771122	4146	99.4652	0.5348
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		775268	1.0151	771122	4146	99.4652	0.5348
Total		416207852	316579331	76.0628	302798383	13780948	95.6469	4.3531

Item No. 4:	Ratification of remuneration payable to M/s. K.G. Goyal & Associates, Cost Accountants (Firm Registration Number: 000024) to conduct the audit of the cost records of the Company.
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	252057905	252057905	100.0000	252057905	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		252057905	100.0000	252057905	0	100.0000	0.0000
Public-Institutions	E-Voting	87774111	79198100	90.2295	79198100	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		79198100	90.2295	79198100	0	100.0000	0.0000
Public-Non Institutions	E-Voting	76375836	853948	1.1181	851210	2738	99.6794	0.3206
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		853948	1.1181	851210	2738	99.6794	0.3206
Total		416207852	332109953	79.7943	332107215	2738	99.9992	0.0008

Item No. 5:	Approval of appointment of Mr. Abhay Bajjal (Director Identification Number: 01588087) as Managing Director of the Company, for the period of 2 (two) years from July 21, 2023 to July 20, 2025.
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	252057905	252057905	100.0000	252057905	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		252057905	100.0000	252057905	0	100.0000	0.0000
Public-Institutions	E-Voting	87774111	79198100	90.2295	77981105	1216995	98.4634	1.5366
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		79198100	90.2295	77981105	1216995	98.4634	1.5366
Public-Non Institutions	E-Voting	76375836	853668	1.1177	850961	2707	99.6829	0.3171
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		853668	1.1177	850961	2707	99.6829	0.3171
Total		416207852	332109673	79.7942	330889971	1219702	99.6327	0.3673

Item No. 6:	Re-appointment of Mr. Vivek Mehra (Director Identification Number: 00101328) as an Independent Director of the Company, for a second term of 5 (five) consecutive years from September 18, 2023 to September 17, 2028.
Resolution Required: (Ordinary/ Special)	Special 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	252057905	252057905	100.0000	252057905	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		252057905	100.0000	252057905	0	100.0000	0.0000
Public-Institutions	E-Voting	87774111	79198100	90.2295	54020225	25177875	68.2090	31.7910
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		79198100	90.2295	54020225	25177875	68.2090	31.7910
Public-Non Institutions	E-Voting	76375836	853768	1.1179	848976	4792	99.4387	0.5613
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		853768	1.1179	848976	4792	99.4387	0.5613
Total		416207852	332109773	79.7942	306927106	25182667	92.4174	7.5826

RMG & ASSOCIATES

Company Secretaries

SCRUTINISER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

The Chairman of the Thirty Eighth Annual General Meeting ("AGM") of the Equity Shareholders of Chambal Fertilisers and Chemicals Limited held on Tuesday, September 12, 2023 at 10.30 A.M. Indian Standard Time through video conferencing ("VC") / other audio-visual means ("OAVM").

Dear Sir,

I, Manish Gupta, Partner, RMG & Associates, Company Secretaries in whole time practice having office at 207 & 201, 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** ("the Company"), to scrutinise the remote e-Voting process and e-voting in the AGM, in a fair and transparent manner.

I hereby submit my report as under:

1. In terms of the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility of casting the votes by the members through voting by electronic means ("e-Voting"). The Company has engaged National Securities Depository Limited ("NSDL") to provide the facility of remote e-Voting to the members and the facility of e-Voting to the members participating in the AGM through VC/OAVM.
2. In pursuance of the General Circular no. 10/2022 dated December 28, 2022 read with General Circular no. 2/2022 dated May 05, 2022, General Circular no. 02/2021 dated January 13, 2021, General Circular no. 20/2020 dated May 05, 2020, General Circular no. 17/2020 dated April 13, 2020 and General Circular no. 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "MCA Circulars"), the Company published advertisement in 'Business Standard' (English Newspaper – All Editions) and 'Dainik Bhaskar' (Hindi Newspaper - Kota Edition) on Saturday, August 05, 2023.



3. In pursuance of the MCA Circulars and Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 read with Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India, the notice of AGM dated August 08, 2023 (“AGM Notice”) and Annual Report of the Company for the Financial Year 2022-23 (“Annual Report”) have been sent electronically through e-mail on Friday, August 18, 2023, to those members of the Company whose email addresses were registered with the Company or the depositories/depository participants.
4. The Company duly published advertisements, about the completion of mailing of AGM Notice and Annual Report in ‘Business Standard’ (English Newspaper – All Editions) and ‘Rajasthan Patrika’ (Hindi Newspaper - Kota Edition) on Saturday, August 19, 2023.
5. 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 dematerialized form) as on the cut-off date i.e. Tuesday, September 05, 2023 were entitled to avail the facility of remote e-Voting as well as e-Voting in the AGM through e-Voting system in respect of the items/ resolutions (item nos. 1 to 6) as set out in the AGM Notice.
6. In terms of the AGM Notice, the remote e-Voting commenced at 09.00 A.M. Indian Standard Time (“IST”) on Friday, September 08, 2023 and ended at 05.00 P.M. IST on Monday, September 11, 2023. At the end of the remote e-Voting period, the remote e-Voting facility was blocked by NSDL forthwith.
7. The Company has also provided the facility of e-Voting to the members who have participated in the AGM through VC/OAVM and who did not cast their vote through remote e-Voting.
8. After the conclusion of e-Voting at the AGM, the votes cast by the members through e-Voting in the AGM and remote e-Voting were unblocked in the presence of two witnesses viz. Mr. Saurabh Agrawal, Resident of 26/16 Gali No. 13, Opposite Shiv Mandir, Vishwash Nagar, Shahdara, Delhi – 110032 and Ms. Rishika Agarwal, Resident of House No. 131, 132 Pocket No. 09, Sector-24, Rohini, Delhi - 110085, not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



(Signature of witness)
Witness 1:



(Signature of witness)
Witness 2:



9. The results of remote e-Voting and e-Voting in the AGM are attached as an **Annexure** hereto.
10. Based on the aforesaid results, Five (5) Ordinary Resolutions and One (1) Special Resolution pertaining to the items of business set forth in the AGM Notice have been passed with requisite majority as per the provisions of the Companies Act, 2013.
11. I will return the registers and all other papers relating to remote e-Voting and e-Voting in the AGM to the Company after the Chairman of the meeting considers, approves and signs the minutes of the AGM of the Company.

Thanking You,

Yours Truly,



12/09/2023

CS Manish Gupta
FCS No.: 5123; CP No.: 4095

Partner
RMG & Associates
Company Secretaries

Place: New Delhi
Date: September 12, 2023
UDIN: F005123E000996850

Countersigned by:

for Chambal Fertilisers and Chemicals Limited



Anuj Jain
Assistant Vice President - Finance & Company Secretary

RESULTS OF REMOTE E-VOTING AND E-VOTING IN THE AGM

ANNEXURE

ORDINARY BUSINESS

Item No.1: Receive, consider and adopt:

- a) the audited financial statements of the Company for the Financial Year ended March 31, 2023 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, 2023 and the 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	603	331356815	99.9995	8	1598	0.0005	0	0
E-voting in the AGM	18	488583	100.0000	0	0	0.0000	0	0
Total	621	331845398	99.9995	8	1598	0.0005	0	0

Item No.2: Declaration of final dividend @ Rs. 3.00 per equity share of Rs.10 each of the Company for the Financial Year ended March 31, 2023. **(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	601	331619612	99.9995	9	1688	0.0005	0	0
E-voting in the AGM	18	488583	100.0000	0	0	0.0000	0	0
Total	619	332108195	99.9995	9	1688	0.0005	0	0

Item No.3: Re-appointment of Mr. Chandra Shekhar Nopany (Director Identification Number: 00014587), 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	538	302719800	95.6458	70	13780948	4.3542	0	0
E-voting in the AGM	17	78583	100.0000	0	0	0.0000	0	0
Total	555	302798383	95.6469	70	13780948	4.3531	0	0



SPECIAL BUSINESS

Item No.4: Ratification of remuneration payable to M/s. K.G. Goyal & Associates, Cost Accountants (Firm Registration Number: 000024) to conduct the audit of the cost records of the Company. **(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	595	331618632	99.9992	16	2738	0.0008	0	0
E-voting in the AGM	18	488583	100.0000	0	0	0.0000	0	0
Total	613	332107215	99.9992	16	2738	0.0008	0	0

Item No.5: Approval of appointment of Mr. Abhay Bajjal (Director Identification Number: 01588087) as Managing Director of the Company, for the period of 2 (two) years from July 21, 2023 to July 20, 2025. **(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	586	330401388	99.6322	26	1219702	0.3678	0	0
E-voting in the AGM	18	488583	100.0000	0	0	0.0000	0	0
Total	604	330889971	99.6327	26	1219702	0.3673	0	0

Item No.6: Re-appointment of Mr. Vivek Mehra (Director Identification Number: 00101328) as an Independent Director of the Company, for a second term of 5 (five) consecutive years from September 18, 2023 to September 17, 2028. **(Special 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	503	306438523	92.4062	110	25182667	7.5938	0	0
E-voting in the AGM	18	488583	100.0000	0	0	0.0000	0	0
Total	521	306927106	92.4174	110	25182667	7.5826	0	0

CS Manish Gupta
FCS No: 5123, CP No: 4095



Partner
RMG & Associates, Company Secretaries
Place: New Delhi
Date : September 12, 2023
UDIN: F005123E000996850

Countersigned By:
for Chambal Fertilisers and Chemicals Limited

Anuj Jain
Assistant Vice President - Finance & Company Secretary