CHAMBAL FERTILISERS AND CHEMICALS LIMITED

August 13, 2015

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,

In pursuance of Clause 31 of the Listing Agreement, we are enclosing herewith three copies of notice dated July 31, 2015 convening the 30th Annual General Meeting of the Company scheduled to be held at 1030 hours on Tuesday, September 15, 2015 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.

Thanking you,

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

Rajveer Singh
Assistant Vice President – Legal & Secretary

Encl.: a/a

NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting ("AGM") of the members of the Company will be held at 1030 hours on Tuesday, September 15, 2015 in the Multi-purpose Hall at the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN-325 208 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt :
   a) the audited financial statements of the Company for the financial year ended March 31, 2015 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, 2015 and report of the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a director in place of Mr. Saroj Kumar Poddar (DIN 00008654), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Registration No. 301003E), as approved by members at the Twenty Ninth Annual General Meeting, as Statutory Auditors of the Company to hold office until the conclusion of the Thirty First AGM of the Company to be held in the Year 2016, at such remuneration as may be fixed by the Board of Directors from time to time and reimbursement of out of pocket expenses incurred by them for carrying out the audit.
5. To ratify the appointment of M/s. Singhi & Co., Chartered Accountants (Registration No. 302049E), as approved by members at the Twenty Ninth Annual General Meeting, as Branch Auditors for Shipping Business of the Company to hold office until the conclusion of the Thirty First AGM of the Company to be held in the Year 2016 at such remuneration as may be fixed by the Board of Directors from time to time and reimbursement of out-of-pocket expenses incurred by them for carrying out the audit.

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof) and Clause 49 of the Listing Agreement(s) entered into by the Company with the stock exchange(s) where the securities of the Company are listed, Mr. Aditya Narayan (DIN 00012084), who was appointed as an Additional Director of the Company with effect from April 1, 2015 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying its intention to propose Mr. Aditya Narayan for appointment as Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office from April 1, 2015 for a term upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2018."

7. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and Articles of Association of the Company, consent of the Company be and is hereby accorded for payment, by way of commission, to the non-executive Directors of the Company (i.e. Directors other than Managing Director and Whole Time Director(s) of the Company) for a period of 5 (five) years commencing from the financial year 2015-16, such sum as may be determined by the Board of Directors (including a Committee thereof) from time to time, but not exceeding, in any financial year, one percent of the net profits of the Company, computed in the manner prescribed under Section 198 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof); provided that the commission payable to a non-executive director during a financial year shall not exceed Rs. 5,00,000.

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds and things and take all such steps as may be necessary, expedient or incidental to give effect to this resolution."

8. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), the Company hereby approves the re-appointment of Mr. Anil Kapoor (DIN 00032299) as Managing Director of the Company for a period of two years with effect from February 16, 2015, on such terms and conditions including remuneration as set out in the statement annexed to this notice with the authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Anil Kapoor.

   RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a committee thereof) be and is hereby authorized to determine such increments payable to Mr. Anil Kapoor as it may deem fit and proper within the approved basic salary range from time to time, along with the performance bonus, if any, and to do and perform all such acts, deeds and things and take all such steps, as may be necessary, expedient or incidental to give effect to this resolution."

9. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof), M/s. K. G. Goyal & Associates, Cost Accountants (Registration No. 000024) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company, as applicable, for the Financial Year ending March 31, 2016, be paid remuneration of Rs. 1,00,000 plus applicable taxes and reimbursement of out of pocket expenses.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do and perform all such acts, deeds and things and take all such steps, as may be considered necessary, expedient or incidental to give effect to this resolution."

10. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

    "**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof) and any other law for the time being in force (hereinafter collectively referred to as "**Applicable Laws**") and subject to such other approvals, consents, permissions and sanctions of any governmental or regulatory authorities as may be necessary, approval of the shareholders be and is hereby accorded to sell, assign, transfer and deliver or cause to be sold, assigned, transferred and delivered the textile business of the Company, i.e. Birla Textiles Mills ("**BTM**") together with all its assets and liabilities/ obligations of whatsoever nature and its employees, to Sutlej Textiles and Industries Limited ("**STIL**"), as a going concern on slump sale basis with effect from April 1, 2015 ("**Appointed Date**"), in compliance with the provisions of Section 2(42C) of Income Tax Act, 1961, for a lump sum consideration of Rs. 232.63 crore less term loans from banks outstanding as on Appointed Date and transferred as part of BTM (subject to closing and other adjustments) and other terms and conditions as set forth in the Business Purchase Agreement dated June 30, 2015 (as may be amended, modified or supplemented from time to time) and other transaction documents entered or to be entered between the Company and STIL (hereinafter collectively

referred to as "**Transaction Documents**") with an authority to the Board of Directors of the Company (which expression shall also include a committee thereof) (hereinafter referred to as "**Board**") to amend, modify and/ or supplement the Transaction Documents as may be mutually agreed between the Board and STIL.

RESOLVED FURTHER THAT the shareholders hereby ratify and accord their approval to all actions taken so far in regard to the aforesaid transaction, including the execution of the Transaction Documents.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any committee of the Directors or one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds and things and take all such steps, as may be necessary, expedient or incidental to give effect to this resolution, including executing, delivering and performing such agreements, contracts, deeds, undertakings, and such other documents as may be necessary in terms of the Transaction Documents or otherwise agreed between the Company and STIL, file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities, including government authorities, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the shareholders, to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

11. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof), a new set of Articles of Association of the Company, as placed before the members, be and is hereby approved and adopted, in substitution, and to entire exclusion, of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a committee thereof) be and is hereby authorised to do and perform all such acts, deeds and things and take all such steps, as may be necessary, expedient or incidental to give effect to this resolution."

12. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification or re-enactment thereof), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time, Memorandum and Articles of Association of the Company, Listing Agreement(s) entered into by the Company with the stock exchange(s) where the securities of the Company are listed and any other law for the time being in force (hereinafter collectively referred to as "**Applicable Laws**") and subject to such other approvals, consents, permissions and sanctions, as may be necessary, including such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions, the revised CFCL Employees Stock Option Scheme, 2010 (hereinafter called "**ESOS 2010**"), draft of which is placed before the meeting (amending the erstwhile CFCL Employees Stock Option Scheme, 2010 which was approved / amended by shareholders at their meetings held on August 27, 2010 and September 13, 2013), be and is hereby approved and be implemented through CFCL Employees Welfare Trust ("**Trust**").

RESOLVED FURTHER THAT the equity shares of the Company to be offered to the eligible employees (the "**option holders**"), on exercise of the stock options, would be by way of transfer of equity shares to such employees by the Trust through acquisition by it from the secondary market or direct subscription to newly issued equity shares of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to create, offer, issue and allot, from time to time, in one or more tranches, additional equity shares of Rs. 10/- each of the Company not exceeding outstanding limit of 17,19,798 equity shares (representing 0.41% of the paid up share capital of the Company), to the Trust at such price and on such terms and conditions, as the Board of Directors may think fit and proper and in the event of any corporate action such as rights issue, bonus issue, corporate restructuring, reduction of share capital, buyback of shares, split or consolidation of shares of the Company or any similar events, the number of equity shares to be offered, issued and allotted to the Trust shall be adjusted appropriately.

RESOLVED FURTHER THAT the Board of Directors (which term shall include the Nomination and Remuneration Committee or any other committee of directors duly authorised by the Board of Directors) [hereinafter called "**Board**"] be and is hereby authorized on behalf of the Company to make any modifications, changes, variations or alterations in ESOS 2010 , from time to time, or to suspend, withdraw or revive ESOS 2010, without prejudice to the interests of the option holders, subject to compliance with the Applicable Laws.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to do and perform all such acts, deeds and things and take all such steps, as may be necessary, expedient or incidental to give effect to ESOS 2010 and this resolution including for the purpose of giving effect to any creation, offer, issue, allotment or listing of equity shares."

13. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification or re-enactment thereof), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time ("**SEBI Regulations**''), Memorandum and Articles of Association of the Company, Listing Agreement(s) entered into by the Company with the stock exchange(s) where the securities of the Company are listed and any other law for the time being in force ("**Applicable Laws**") and subject to such other approvals, consents, permissions and sanctions, as may be necessary, including such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions, approval of the members be and is hereby accorded to:

a) authorise CFCL Employees Welfare Trust ("**Trust**"), acting through one or more trustees or any other person authorised by the Trust, to acquire, from time to time, in one or more tranches, from the secondary market, additional equity shares of the Company not exceeding outstanding limit of 17,19,798 equity shares of Rs. 10/- each (representing 0.41% of the paid up share capital of the Company), in terms of Regulation 3 (11) read with Regulation 6 (3) of SEBI Regulations, for the purpose of implementation of revised CFCL Employees Stock Option Scheme, 2010 ("**ESOS 2010**"), at such price and on such terms and conditions as may be decided by the Trust; and

b) the Board of Directors to grant loan not exceeding Rs. 12.50 Crore to the Trust, from time to time, in one or more tranches, on such terms and conditions as may be decided by the Board of Directors, for the purpose of implementation of ESOS 2010, subject to compliance with Applicable Laws.

RESOLVED FURTHER THAT Board of the Directors (which term shall include the Nomination and Remuneration Committee or any other committee of directors duly authorised by the Board of Directors), be and is hereby authorised to do and perform all such acts, deeds and things and take all such steps, as may be necessary, expedient or incidental to give effect to this resolution."

14. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof), approval of the members be and is hereby accorded

to authorize the Board of Directors of the Company to offer or invite subscriptions for secured or unsecured redeemable non-convertible debentures, in one or more series/ tranches, aggregating up to Rs. 1000 crore (Rupees One Thousand Crore Only), for a period of one year from the date of passing of this resolution, on private placement basis, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and in the best interest of the Company including as to when the said debentures be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds and things and take all such steps, as may be necessary, expedient or incidental to give effect to this resolution."

By order of the Board

New Delhi
July 31, 2015

Rajveer Singh
Assistant Vice President – Legal & Secretary

NOTES:

1. **Proxy**
   A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/ her stead and a proxy need not be a member of the Company. Proxies, in order to be effective, must be received by the Company atleast FORTY EIGHT HOURS before the scheduled time of Annual General Meeting. A blank proxy form is annexed herewith.

   A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. **Explanatory Statement**
   The statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the items of the special business is given below and forms part hereof.

3. **Directors proposed to be appointed /re-appointed**
   In pursuance of Clause 49 of the Listing Agreement with the Stock Exchanges, brief resume and other details of the Directors including those proposed to be appointed /re-appointed are given in the "Report on Corporate Governance" (Annexure 'B' to Directors Report) which is forming part of the Annual Report being sent separately to the members.

   The brief resume and other details of Mr. Saroj Kumar Poddar who is retiring by rotation and offers himself for re-appointment are as under:

   Mr Saroj Kumar Poddar (DIN: 00008654), Chairman of the Company, aged about 69 years, a gold medalist in B.Com (Hons.) from Calcutta University, is the Chairman of the Adventz group with a turnover exceeding USD 3 billion. Mr. Poddar, has promoted various seminal projects including joint ventures (JV) with leading international corporations. The most notable of these ventures are Hettich India Private Ltd (a JV with the Hettich Group of Germany) Texmaco UGL Rail Private Ltd (a JV with the United Group of Australia) and MCA Phosphates Pte Ltd. (a JV with Mitsubishi Corporation, Japan). Mr. Poddar was also instrumental in promoting Gillette India Limited (a venture with the Gillette Company of USA) and was founder Chairman till relinquishing the position in December 2013.

   A recipient of the Rashtriya Samman from the Central Board of Direct Taxes, Mr. Poddar is a keen collector of contemporary Indian art and involved in the promotion and development of art, culture and sports. He is currently involved in setting up a museum in Delhi with the theme 'India through the ages'. The museum will be named as 'K.K. Birla Academy' in the fond memory of Late Dr. K.K. Birla.

   Having served as President of Federation of Indian Chambers of Commerce and Industry (FICCI) and International Chamber of Commerce in India, Mr. Poddar has been appointed by Government of India on the Board of Trade - the highest body on trade and on the Court of the Indian Institute of Science, Bangalore. Mr. Poddar has also served for a decade as a member of the Board of Governors of the Indian Institute of Technology, Kharagpur apart from local Board of the Reserve Bank of India. He was on the Advisory Board of one of the most reputed investment brokers, M/s N M Rothschild & Sons (India) Pvt. Limited.

   Mr. Poddar is the Chairman of India-Saudi Arabia Joint Business Council and a member of the Indo-French CEO Forum.
   Names of Indian companies in which Mr. Saroj Kumar Poddar is Chairman/ Director or Chairman / member of Committee(s), as on June 30, 2015:

S. No.	Name of the Company	S. No.	Name of the Company
1	Adventz Finance Pvt. Ltd.	8	Texmaco Infrastructure & Holdings Limited
2	Adventz Homecare Pvt. Ltd.	9	Texmaco Rail & Engineering Limited
3	Ethan Allen India Pvt. Ltd.	10	Texmaco UGL Rail Pvt. Ltd.
4	Hettich India Pvt. Ltd.	11	Zuari Agro Chemicals Limited
5	Lionel India Limited	12	Zuari Fertilisers and Chemicals Limited
6	Paradeep Phosphates Limited	13	Zuari Global Limited
7	Simon India Limited*		

*Member of Nomination and Remuneration Committee

   Mr. Poddar is liable to retire by rotation. If appointed, he shall be entitled to receive sitting fee for attending the meetings of the Board and Committees thereof, apart from commission within the limits approved by the members.

   Mr. Poddar was holding 3,06,128 equity shares in the Company as on June 30, 2015. Mr. Poddar is not a relative under the Companies Act, 2013 and Rules thereunder, of any Director or Key Managerial Personnel of the Company. He was first appointed on the Board of Directors of the Company with effect from February 13, 1995. He has attended 5 Board meetings out of 7 Board meetings held during the Financial Year 2014-15. The Company has paid sitting fee of Rs. 1,60,000 and commission of Rs. 4,00,000 to Mr. Poddar during the Financial Year 2014-15.

   The particulars of the other directors proposed to be appointed / re-appointed are furnished in the statement under Section 102(1) forming part of this notice.

   The membership / chairmanship of Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee has been considered for the purpose of disclosure.

4. **E-voting Facility**

   4.1 The Company has provided e-voting facility to its members to enable them to exercise their right to vote on resolutions proposed to be considered at the Thirtieth Annual General Meeting ("**AGM**") through electronic means. 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**").

   4.2 The facility for voting through ballot paper shall also be made available at the AGM and members attending the AGM who have not cast their vote by Remote E-voting shall be able to exercise their right at AGM.

   4.3 The members who have cast their vote by Remote E-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again at AGM.

   4.4 The process of Remote E-voting is as under:

   a) In case a member receives e-mail from NSDL (for members whose e-mail addresses are registered with the Company/ Depository Participants), the member should open the PDF file attached with the e-mail (using his / her Client ID or Folio No. as password). The said PDF file contains his/ her user ID and password for Remote E-voting. Please note that the password is an initial password.

   b) In case a member receives AGM Notice in physical form

(for members whose email addresses are not registered with the Company/Depository Participants), the user ID and initial password for Remote E-voting is provided at the bottom of attendance slip attached with the Notice.

c) The following steps should be followed for casting the vote through Remote E-voting (In both the cases mentioned at Sr. No. 4.4 (a) & (b) above):

i) Open the internet browser and type the following URL: https://www.evoting.nsdl.com

ii) Click on Shareholder – Login.

iii) If you are already registered with NSDL for Remote E-voting then you can use your existing user ID and password.

iv) If you are logging in for the first time, please enter the user ID and password provided through e-mail (as per Sr. No. 4.4(a) above) or in physical form (as per Sr. No. 4.4(b) above), as the case may be.

v) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please keep your password confidential.

vi) Home page of e-voting opens. Click on e-voting> Active Voting Cycles.

vii) Select "EVEN" (E-Voting Event Number) of Chambal Fertilisers and Chemicals Limited. Now you are ready for Remote E-voting as Cast Vote page opens.

viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

ix) Upon confirmation, the message "Vote cast successfully" will be displayed.

x) You can similarly vote in respect of all the Resolutions forming part of the Notice of AGM. The members can login any number of times during the voting period, till they have voted on all the Resolutions.

xi) Once the vote on the resolution is cast, the member shall not be allowed to change it subsequently.

xii) In case of shares held by companies, societies, trusts, etc., they are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter, etc., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at scrutinizer@chambal.in, with a copy marked to evoting@nsdl.co.in

d) The Remote E-voting period shall commence on **Friday, September 11, 2015 (0900 Hours) and ends on Monday, September 14, 2015 (1700 Hours).** At the end of the Remote E-voting period, the Remote E-voting facility shall be blocked by NSDL forthwith.

e) A person whose name is 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 8, 2015** only shall be entitled to avail the facility of Remote E-voting as well as voting in AGM. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

f) The voting rights of the shareholders shall be reckoned in proportion to their shares in the total paid up equity share capital of the Company as on cut-off date i.e. September 8, 2015.

g) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders, available at the downloads section of www.evoting.nsdl.com or call on toll free no. 1800-222-990. In case of any grievances connected with Remote E-voting, the members may contact Mr. Rajiv Ranjan, Assistant Manager, NSDL at the designated email IDs: evoting@nsdl.co.in or rajivr@nsdl.co.in (Telephone No. 022-24994600 / 022-24994738) or Mr. R. K. Jain, Manager – Secretarial at the Corporate Office of the Company at Corporate One, 1st Floor, 5, Commercial Centre, Jasola, New Delhi – 110025, Phone : 011-41697900 / 011-46581300, E-mail: isc@chambal.in, Fax: 011-40638679.

h) A person who becomes a member of the Company after dispatch of notice of AGM and holding shares as on the cut-off date i.e. September 8, 2015, may obtain the User ID and password by sending a request at evoting@nsdl.co.in or isc@chambal.in or call on toll free no. 1800-222-990.

In case a member forgets his / her password, he / she may reset the password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com

i) The Board of Directors of the Company has appointed Mr. M.L. Patodi, Advocate, failing which Mrs. Ritu GP Das, a Practising Chartered Accountant, to scrutinize the voting and Remote E-voting process in a fair and transparent manner.

j) The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through Remote E-voting in the presence of atleast two witnesses not in the employment of the Company. The Scrutinizer shall make, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report, of the total votes cast in favour or against, if any, to the Chairman of AGM or any other person authorized by him in writing who shall countersign the same and declare the result of the voting forthwith by displaying it on the Notice Board of the Company at its Registered Office and its Corporate Office at New Delhi (as per details mentioned above). The results declared alongwith scrutinizer's report shall be placed on the Company's website www.chambalfertilisers.com and on the website of NSDL immediately after the result is declared.

5. **Book Closure**

The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 1, 2015 to Thursday, September 3, 2015 (both days inclusive) for the purpose of payment of dividend on equity shares, if declared at the Meeting.

6. **Certificate from Auditors**

In pursuance of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Company has obtained a certificate from the Auditors of the Company regarding implementation of 'CFCL Employees Stock Option Scheme 2010'. The certificate will be available at the venue of AGM for inspection by members.

7. **Payment of Dividend**

The dividend on equity shares for the financial year ended March 31, 2015, will be paid after declaration by the members:

(i) in respect of shares held in physical form, to those members whose names appear on the Register of Members of the Company on Thursday, September 3, 2015, after giving effect to all valid share transfer documents lodged with the Company on or before Monday, August 31, 2015.

(ii) in respect of shares held in electronic form, to those beneficial owners whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the end of business on Monday, August 31, 2015.

The members are hereby informed that the Company would transfer the dividends, which remain unclaimed for a period of seven years, to the Investor Education and Protection Fund ("IEPF") constituted by the Central Government. The Company has uploaded the details of unpaid and unclaimed amount lying with the Company as on the date of last AGM i.e. September 18, 2014, on the website of the Company (www.chambalfertilisers.com) as well as on the website of the Ministry of Corporate Affairs.

The following are the details of dividends declared by the Company and respective due dates for transfer of unclaimed dividend to IEPF:

Dividend Year	Date of declaration of dividend	Due date for transfer to IEPF
2007-08	10.09.2008	12.10.2015
2008-09	20.08.2009	19.09.2016
2009-10	27.08.2010	30.09.2017
2010-11	16.09.2011	18.10.2018
2011-12	14.09.2012	15.10.2019
2012-13	13.09.2013	14.10.2020
2013-14	18.09.2014	19.10.2021

The members are advised to send their requests for payment of unpaid dividend pertaining to the Financial Years 2007-08 through 2013-14 to our Share Transfer Agent at New Delhi for issue of cheques / demand drafts before the due dates for transfer to IEPF.

Investors holding shares in physical form are advised to forward the particulars of their bank account, name, branch and address of the bank to our Share Transfer Agent immediately, if not sent already, so as to enable them to incorporate such details on dividend warrants. These investors are advised to opt for Electronic Clearing System (ECS) at the earliest to avail fast and safe remittance of dividend and return the Mandate Form attached with the Annual Report, accurately filled in and signed. A photocopy of a leaf of your cheque book bearing your bank account number may also be sent along with the Mandate Form to the Share Transfer Agent.

8. **Dispatch of documents through electronic mode / Registration of E-mail addresses**
   In pursuance of the provisions of the Companies Act, 2013 and the Rules made thereunder, the Company proposes to send documents like notice of general meeting, annual report, etc. to the shareholders through electronic mode. In case you have not registered your e-mail address so far, we request you to register your email ID (or change therein, if any) with your Depository Participant (where the shares are held in dematerialized form) or the Company (where the shares are held in physical form) by submitting the E-communication Registration Form attached with the Annual Report.
9. **Company on the Internet**
   The website of your Company is www.chambalfertilisers.com where you can find detailed information about the Company, various services being provided to the investors, guidance and procedure to be followed by the investors in respect of transfer, transmission and transposition of shares, dematerialisation and rematerialisation of shares, quarterly and annual results, Annual Reports, notice of AGM, etc.
10. **Share Transfer Agent**
    M/s. Zuari Investments Limited is Share Transfer Agent of the Company. All investor related communication may be addressed to:
    M/s. Zuari Investments Limited,
    Share Transfer Agents
    Corporate One, First Floor, 5, Commercial Centre
    Jasola, New Delhi – 110 025
    Tel: 011 – 46581300, 41697900
    Fax: 011 – 40638679
    E-mail: isc@chambal.in
11. Members are requested to:
    (a) send their queries, if any, to reach the Company's Corporate Office at New Delhi at least 10 days before the date of the meeting so that information can be made available at the meeting; and
    (b) bring their copy of the Annual Report and attendance slip at the meeting.
12. The route map (including prominent land mark) for easy location of the venue of AGM is attached with the Notice. The Notice of AGM (including the route map) and Annual Report 2014-15 will be available on the website of the Company at www.chambalfertilisers.com . The physical copies of these documents will also be available at the Registered Office and Corporate Office of the Company for inspection from 0930 hours to 1730 hours on all working days (except Saturdays).
13. **No Gifts in AGM**
    The members may kindly note that no gifts or gift coupons or cash in lieu of gifts will be distributed at or in connection with the AGM.
14. **Pick-up Coach Facility**
    For the convenience of members intending to attend the Company's AGM scheduled to be held at 1030 hours on September 15, 2015, the Company will provide transport from Kota to Gadepan and back. The pick-up coach will leave from "Sahyog Bhavan" No. 1, Aerodrome Circle, Kota, Rajasthan at 0900 hours on the date of AGM to reach Gadepan (venue of the AGM) in time for the meeting and will leave for Kota after the meeting.

    Members wishing to avail of this facility may kindly be present in time at the pick-up point at Kota.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 6

The Board of Directors at its meeting held on February 6, 2015, on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Aditya Narayan (DIN 00012084) as an additional Director under Section 161 of the Companies Act, 2013 ("Act") and Article 118 of the Articles of Association of the Company, with effect from April 01, 2015, in the category of Independent Director. In pursuance of Section 149 read with Schedule IV to the Act, appointment of independent director requires approval of the members.

The Company has received notice in writing from a member along with deposit of requisite amount under the provisions of Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Aditya Narayan for the office of Independent Director.

The Company has received in writing from Mr. Aditya Narayan (i) consent to act as Director of the Company; (ii) intimation to the effect that he is not disqualified from being appointed as director in terms of Section 164(2) of the Companies Act, 2013; and (iii) declaration that he meets the criteria of Independence as specified under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Aditya Narayan, aged about 63 years, is a B. Tech. from Indian Institute of Technology, Kanpur and holds L.L.B degree from Kanpur University. He did his M.S. from University of Rochester, USA and a senior executive course in strategic management from Manchester Business School, UK on a commonwealth scholarship. He attended several development programmes including leadership programme at the Aspen Institute, Colorado, USA in 1998.

Mr. Narayan began his career with ICI India Limited (now Akzo Nobel India Limited) in 1973 and grew through diverse functions and businesses. He worked as Chief Executive Officer of fertilizer and catalyst business of Indian Explosives Limited (IEL) during 1990-1993. He was CEO of Industrial Explosives business of IEL in 1994-1995 and Corporate Planning Manager at ICI Group in London in 1996. He served as the Managing Director of ICI India during 1996 - 2003 and then as its Non-Executive Chairman over 2003 - 2010. He was Managing Director of Hindustan Zinc Limited during 2004-2005. He also served as the President and CEO of BHP Billiton India during 2005 – 2009.

He is a Member of Supervisory Board, Anand Group India and the Board member of the Deep C Anand Foundation.

Names of other Indian companies in which Mr. Aditya Narayan is a Director or Chairman/ member of Committee(s), as on June 30, 2015:

S. No.	Name of the Company	Committee Positions
1	Hindustan Unilever Limited	a. Audit Committee – Chairman b. Nomination and Remuneration Committee – Member c. Corporate Social Responsibility Committee - Member
2	Linde India Limited	a. Audit Committee – Member b. Stakeholder Relationship Committee – Chairman c. Corporate Social Responsibility Committee - Member

Mr. Aditya Narayan has an engineering background with vast knowledge and industry experience including that in the fertiliser industry. His appointment shall immensely benefit the Company.

In the opinion of the Board of Directors, Mr. Aditya Narayan fulfils the conditions for appointment as Independent Director as specified in

the Companies Act, 2013, the Rules made thereunder and the Listing Agreement with the stock exchanges and he is independent of the Management.

The Approval of the members is being sought for appointment of Mr. Aditya Narayan as Independent Director of the Company to hold office upto the Annual General Meeting of the Company to be held in the year 2018. He shall be entitled to receive sitting fee for attending the meetings of the Board and Committees thereof as well as commission within the limits approved by the members. The other terms and conditions of appointment of Mr. Aditya Narayan shall be as enumerated in his letter of appointment. A copy of the draft letter of appointment of Mr. Aditya Narayan as Independent Director setting out terms and conditions is available for inspection by members without any fee at the Annual General Meeting and at the Company's Registered Office and Corporate Office from 0930 hours to 1730 hours on all working days (except Saturdays) up to the date of Annual General Meeting. The terms and conditions for appointment of Independent Directors are also available on the website of the Company at www.chambalfertilisers.com .

Mr. Aditya Narayan does not hold any shares in the Company and he is not related to any other Director or Key Managerial Personnel of the Company.

Save and except Mr. Aditya Narayan, none of the directors or key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board commends the resolution for your approval.

Item No. 7

The shareholders of the Company at their meeting held on September 16, 2011 had approved payment of commission upto Rs. 4,00,000 (Rupees Four Lac only) per annum to each of the non-executive Directors of the Company for a period of 4 years starting from the financial year 2011-12 which was valid till March 31, 2015.

In order to appropriately remunerate the non-executive Directors commensurate with the increased responsibilities and time and efforts put in by them, the Board of Directors of the Company has recommended to the members of the Company for their approval, payment of commission to the non-executive directors for a period of 5 years starting from the financial year 2015-16.

The aggregate commission payable to all non-executive Directors at any time, shall not exceed one percent of the net profits of the Company computed in the manner prescribed under Section 198 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof). The commission payable to a non-executive director during a financial year shall not exceed Rs. 5,00,000 (Rupees Five Lac only) and it shall be paid in addition to the sitting fee payable to the non-executive directors for attending meetings of the Board of Directors and Committees thereof.

In pursuance of Section 197 of the Companies Act, 2013 read with the Articles of Association of the Company, the payment of commission to non-executive directors requires approval of the members by way of a special resolution.

All non-executive Directors of the Company (to the extent of commission payable to them) are interested in the resolution. None of the Key Managerial Personnel (including Managing Director) and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board commends the resolution for your approval.

Item No. 8

The members of the Company, at the Annual General Meeting held on September 16, 2011, approved re-appointment of Mr. Anil Kapoor (DIN: 00032299), as Managing Director of the Company for a period of three years with effect from February 16, 2012. The Board of Directors at its meeting held on November 07, 2014 re-appointed Mr. Anil Kapoor as Managing Director of the Company for a period of two years with effect from February 16, 2015, subject to the approval of the members of the Company.

Mr. Anil Kapoor, aged about 61 years, is B.Tech from Indian Institute of Technology, New Delhi and M.S. in Chemical Engineering from State University of New York, USA. Mr. Kapoor started his career with Hindustan Petroleum Corporation Limited (erstwhile Esso India) in 1980. He was involved in hard-core engineering / plant operations during his tenure of around 7 years with ICI India Limited where he has handled both Explosives and Fertiliser plant operations. As General Manager - Projects, he has successfully set up state of the art world class Brewery of UB Group in India. Mr. Kapoor worked for around 5 years as Vice President – Technical with Cabot India Limited where he was responsible for entire plant operations including maintenance, logistics, etc. He has vast experience in the diverse fields of projects, operations, marketing, finance, strategic planning, logistics, etc. Mr. Kapoor had joined your Company in the Year 2000 as Vice President – Strategic Planning. He has been Managing Director of the Company since 2007.

The main terms and conditions of re-appointment including remuneration payable to Mr. Anil Kapoor (hereinafter referred to as "**MD**") are as under:

A. Tenure of appointment
   Two years with effect from February 16, 2015.

B. Salary & Allowances:
   (i) Basic salary of Rs. 10,50,000 (Rupees Ten Lac Fifty Thousand Only) per month in the range of Rs. 9,50,000 to Rs. 15,00,000 per month.
   (ii) Special allowance of Rs. 1,00,000 per month.
   (iii) The Company shall provide fully furnished accommodation or House Rent Allowance equivalent to 60% of the basic salary alongwith furnishings provided and maintained by the Company.
   (iv) Performance Bonus and annual increment (within the aforesaid basic salary range) may be determined, from time to time, by the Board of Directors (based on the recommendation of the Nomination and Remuneration Committee) or Nomination and Remuneration Committee.
   (v) Retention Incentive of Rs. 8,26,875 shall be payable to MD in September 2015.
   (vi) Settlement allowance equivalent to 6 months' last drawn basic salary shall be payable to MD at the end of his tenure or extended tenure, if any, as the case may be.

C. Perquisites and other Benefits:
   (i) Two Company provided and maintained air conditioned cars with two chauffeurs.
   (ii) Reimbursement of medical expenses for self, wife and dependent children on actual basis.
   (iii) Repair and Maintenance expenses of residence equivalent to one and half month's lease rent or House Rent Allowance, per annum, payable quarterly on proportionate basis.
   (iv) Telephone alongwith internet facility at residence and mobile phone at the Company's expense.
   (v) Reimbursement of actual expenses incurred on Electricity/ Gas/Water at his residence.
   (vi) He shall continue to be eligible for all the benefits of the stock options granted to him as per and under CFCL Employees Stock Option Scheme 2010.
   (vii) In addition to the above, all the other perquisites and benefits including Leave Travel Concession, gratuity, Employer's contribution to Provident Fund, Superannuation Fund, Leave Encashment, Club Fee (not more than two clubs), meal coupons, etc. as applicable to the senior executives of the Company, shall be applicable and allowed to the MD as per the rules of the Company.

D. Other Terms
   (i) In the event of the Company earning inadequate profits or incurring losses, the remuneration shall be revised as per the limits provided in Schedule V to the Companies Act, 2013 (subject to the approvals, if any, required in this regard).
   (ii) Either of the parties to the contract may terminate the contract by giving the other party three months' notice in writing.

A copy of the appointment letter containing the terms and conditions of re-appointment and remuneration payable to Mr. Anil Kapoor shall be available for inspection by members without any fee at the Annual General Meeting and at the Company's Registered Office and Corporate Office from 0930 hours to 1730 hours on all working days (except Saturdays) up to the date of Annual General Meeting.

Mr. Kapoor is on the Board of Indo Maroc Phosphore S.A. (IMACID), Morocco. He is also on the Board of Fertiliser Association of India and member of National Executive Committee of Federation of Indian Chambers of Commerce and Industry (FICCI).

Names of other Indian companies in which Mr. Anil Kapoor is a Director, as on June 30, 2015:

S. No.	Name of the Company	S. No.	Name of the Company
1	Chambal Energy (Chhattisgarh) Limited	3	Chambal Infrastructure Ventures Limited
2	Chambal Energy (Orissa) Limited	4	India Steamship Limited

He is not a member of any Committee of any of the aforesaid Companies.

Mr. Anil Kapoor does not hold any shares in the Company and he is not related to any other Director or Key Managerial Personnel of the Company. He was first appointed on the Board of Directors of the Company with effect from February 16, 2007. He has attended all the 7 Board meetings held during the Financial Year 2014-15. The details of remuneration paid to Mr. Anil Kapoor during the Financial Year 2014-15 are as under:

(Amount in Rs.)

Salary	Performance Bonus	Perquisites	Retirement Benefits
2,14,14,875	84,00,000	14,64,403	30,78,000

Save and except Mr. Anil Kapoor, none of the directors or key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board commends the resolution for your approval.

Item No. 9

The Board of Directors, on the recommendation of Audit Committee, had approved the appointment of M/s. K. G. Goyal & Associates, Cost Accountants, as Cost Auditors for conducting audit of the cost records of the Company, as applicable, for the financial year 2015-16 at a fee of Rs. 1,00,000 plus applicable taxes and out of pocket expenses.

In pursuance of the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the shareholders of the Company.

Accordingly, the consent of the shareholders is sought through the resolution set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2015-16.

None of the directors or key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board commends the resolution for your approval.

Item No. 10

The Board of Directors at its meeting held on September 18, 2014 had constituted a committee of the Board of Directors ("Strategy Committee") to evaluate the opportunities in non-core businesses of the Company. The Board had also authorized the Strategy Committee to appoint independent consultants for looking into possible options for monetization of the textile business of the Company, namely Birla Textile Mills ("BTM").

The Strategy Committee came to the prima facie view that the sale and transfer of the BTM by the Company is the most feasible option in the current scenario in light of (a) there being limited scope for expansion of BTM at the current location in the state of Himachal Pradesh, as the land in the factory premises is fully utilized, (b) necessity of further capital expenditure of around Rs. 50-60 crore in coming years to maintain the productivity and keep the unit cost competitive; and (c) downward trend in the textile business.

The Company appointed Price Waterhouse & Co. LLP ("**PWC**") for conducting valuation of BTM as at December 31, 2014 and Motilal Oswal Investment Advisors Private Limited ("**Motilal Oswal**") was appointed to give its Fairness Opinion on the valuation conducted by PWC.

Discussions were held with different parties for sale / disposal of BTM but the same did not reach any fruitful conclusion. Then, Sutlej Textiles and Industries Limited ("**STIL**") evinced their interest in purchasing BTM from the Company.

In light of the valuation report dated March 11, 2015 of PWC and fairness opinion dated March 13, 2015 of Motilal Oswal, the proposal for sale of BTM to STIL was evaluated by Strategy Committee in its meeting held on March 14, 2015 and it was recommended for approval to the Audit Committee.

In terms of section 2(76) of the Companies Act, 2013 read with Companies (Removal of Difficulties) Fifth Order, 2014 dated July 09, 2014, any public company in which a director or manager is a director and holds along with his relatives, more than 2% of its paid-up share capital is to be treated as a 'related party' of the Company. Mr. Chandra Shekhar Nopany, a director of the Company is also a director and Chairman of STIL but he and his relatives do not hold more than 2% of the paid-up share capital of STIL. Thus, STIL is not a related party of the Company in terms of the aforesaid provision. However, Mr. Chandra Shekhar Nopany holds along with his relatives, more than 2% of the paid-up share capital of the Company. Thus, the Company will fall within the ambit of a "related party" of STIL. In light of the aforesaid, as a measure of an abundant caution, the Company has treated the present transaction as a related party transaction and sought approval from the Audit Committee as well as seeking a shareholders approval for the same.

The Audit Committee in its meeting held on March 14, 2015 after evaluating the proposed sale of BTM to STIL approved the same and was of the view that the transaction is on arm's engths basis. They recommended the same to the Board for its approval.

Thereafter, based on the valuation report dated March 11, 2015 of PWC, fairness opinion dated March 13, 2015 of Motilal Oswal and other factors and recommendations of the Strategy Committee and Audit Committee, the Board of Directors approved, subject to approval of the shareholders and other requisite approvals, sale of BTM to STIL, together with all its assets and liabilities/ obligations of whatsoever nature and transfer of its employees to STIL, as a going concern on slump sale basis with effect from April 1, 2015 in compliance with the provisions of Section 2(42C) of Income Tax Act, 1961.

The Company and STIL have entered into a Business Purchase Agreement dated June 30, 2015 ("**Business Purchase Agreement**") for sale of BTM to STIL for a consideration of Rs.232.63 crore less term loans from banks outstanding as on April 1, 2015 and being transferred as part of BTM (subject to closing and other adjustments) and other terms and conditions, as contained in Business Purchase Agreement. The transaction is also subject to fulfilment of certain conditions precedent as contained in the Business Purchase Agreement.

The Competition Commission of India has also accorded its approval to STIL for the aforesaid transaction vide its letter dated June 9, 2015 read with order dated June 5, 2015.

The other relevant information for the present transaction is as follows:

1.	Name of related party	Sutlej Textiles and Industries Limited
2.	Name of Director or key managerial personnel who is related	Mr. Chandra Shekhar Nopany, Director
3.	Nature of relationship	Mr. Chandra Shekhar Nopany, a director of the Company and member of the promoter group of the Company is also a director and Chairman of STIL but he and his relatives do not hold more than 2% of the paid-up share capital of STIL. Thus, STIL is not a related party of the Company. However, Mr. Chandra Shekhar Nopany holds along with his relatives, more than 2% of the paid-up share capital of the Company. Thus, the Company will fall within the ambit of a "related party" of STIL.

4.	Nature, material terms, monetary value and particulars of contract or arrangement	Sale of textiles business of the Company to STIL as a going concern on slump sale basis. The broad terms of the Business Purchase Agreement are as follows: 1. The total consideration payable by STIL to the Company for the sale, grant, assignment, transfer and delivery of BTM is Rs. 232,63,00,000 (Rupees Two Hundred Thirty Two Crore and Sixty Three Lac only) less term loans from banks outstanding as on April 1, 2015 and transferred as part of BTM (subject to closing and other adjustments). Working capital loans in BTM books outstanding as on Appointed Date shall be retained or repaid by the Company. 2. Appropriate indemnity is being provided to STIL for claims and litigations (including labour related matters, if any) which may arise on or after April 1, 2015.
5.	Any advance paid or received for the arrangement, if any.	STIL has paid an advance of Rs. 5 Crore to the Company. If the conditions precedent are not fulfilled on or before September 30, 2015 or such other date as may be mutually agreed between STIL and the Company, the Business Purchase Agreement may be terminated by either party by giving 30 (thirty) days' notice in writing to the other party. In the event of such termination, the Company shall refund the advance payment of Rs. 5 Crore to STIL without any interest within 7 days of such termination.

The Company is not seeking approval of shareholders in terms of Section 180 of Companies Act, 2013 since BTM is not an "Undertaking" within the meaning of the aforesaid provision as neither the investment of the Company in BTM exceeds 20% of the net worth of the Company as per the audited balance sheet of the Company as at March 31, 2015 nor BTM generated 20% of the total income of the Company during the Financial Year 2014-15. Further, the proposed transaction for sale of BTM to STIL is also not a 'material related party transaction' as per Clause 49 of the listing agreement and the 'Policy on related party transactions' of the Company.

In pursuance of Section 188 and other applicable provisions of the Companies Act, 2013 read with Rule 15(3)(a)(ii) of the Companies (Meeting of Board and its Powers) Rules, 2014, in case a Company sells or disposes-off property of any kind exceeding Rs. 100 crore to a related party, it shall obtain prior approval of shareholders by means of an ordinary resolution. As explained above, the Company has treated the present transaction as a related party transaction and is therefore seeking approval of shareholders for the same by passing the resolution set out at Item No. 10 of the Notice as an ordinary resolution.

The documents referred to in the Notice and the Explanatory Statement i.e. the Business Purchase Agreement, copies of the letter dated June 9, 2015 and order dated June 5, 2015 of Competition Commission of India, valuation report dated March 11, 2015 of PWC and fairness opinion dated March 13, 2015 of Motilal Oswal shall be available at the Registered Office of the Company and copies thereof shall be available at the Corporate Office of the Company, for inspection by shareholders without any fee from 0930 hours 1730 hours on all working days (except Saturdays) up to the date of Annual General Meeting. The aforesaid documents shall also be available for inspection without any fee at the Annual General Meeting.

STIL is not holding any shares in the Company. The details of shareholding of the persons forming part of the promoter and promoter group of the Company and holding 2% or more shares in STIL are as under:

Name of the Shareholder	Shareholding in the Company (as on June 30, 2015)		Shareholding in STIL (as on June 30, 2015)	
	No. of shares	%	No. of shares	%
Uttar Pradesh Trading Co. Ltd.	12,62,635	0.30	30,41,697	18.57
New India Retailing and Investment Ltd.	5,81,163	0.14	17,06,304	10.42
Yashovardhan Investment & Trading Co. Ltd.	73,64,500	1.77	14,86,836	9.08
Earthstone Holding (Two) Ltd.	1,36,56,476	3.28	9,80,369	5.98
Ronson Traders Limited	60,04,000	1.44	9,72,373	5.94

As on June 30, 2015, none of the directors or key managerial personnel of the Company was holding 2% or more shares in the paid up share capital of STIL.

As explained above, Mr. Chandra Shekhar Nopany is interested in the resolution as set out in Item No. 10 of the Notice. The relatives of Mr. Chandra Shekhar Nopany may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in STIL.

None of the other directors and key managerial personnel or their relatives (save and except their shareholding interest, if any, in STIL) is concerned or interested, financially or otherwise, in the resolution.

The Board commends the resolution for your approval.

Item No. 11

The existing Articles of Association of the Company (the "**Articles**") are in line with the relevant provisions of the Companies Act, 1956 read with rules framed thereunder and several provisions in the existing Articles contain references to specific sections of the Companies Act, 1956.

With the enforcement of the Companies Act, 2013 read with relevant rules framed thereunder (the "**New Act**"), it is prudent that a new set of the Articles be adopted, so as to align the existing Articles with the relevant requirements under the New Act.

Accordingly, the Board of Directors of the Company at its meeting held on April 30, 2015, subject to necessary approval of the members of the Company, decided to amend the existing Articles by adopting a new set of Articles in line with the provisions of the New Act.

As per section 14 of the New Act, an approval of the members of the Company, by way of a Special Resolution, is required for any alteration of the Articles.

The draft of the proposed new Articles shall be available for inspection by members, without any fee, at the Annual General Meeting and at the Company's Registered Office and the Corporate Office, from 0930 hours to 1730 hours on all working days (except Saturdays) up to the date of Annual General Meeting.

None of the directors or key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board commends the resolution for your approval.

Item Nos. 12 and 13

The shareholders of the Company at their meeting held on August 27, 2010 approved CFCL Employees Stock Option Scheme 2010 for grant of maximum of 41,62,000 employees stock options to the eligible employees of the Company, each stock option convertible into one fully paid-up equity share of the Company having a face value of Rs. 10/-.

Pursuant to the provisions of CFCL Employees Stock Option Scheme 2010, the shares to be offered to the eligible employees (the "option holders") on exercise of the employees stock options would have been by way of either subscription of fresh shares issued by the Company (by the eligible employees) or transfer by 'CFCL Employees Welfare Trust' ("**Trust**"), which shall either buy shares from the secondary market or directly subscribe the shares of the Company.

The Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/CFD/DIL/3/2013 dated January 17, 2013 read with circular No. CIR/CFD/DIL/7/2013 dated May 13, 2013 had prohibited trusts / employee benefit schemes involving securities of a company from acquiring the company's shares from secondary market. Accordingly, the shareholders at their meeting held on September 13, 2013 approved amendments in CFCL Employees Stock Option Scheme 2010 in

order to align it with the aforesaid SEBI circulars. The amended CFCL Employees Stock Option Scheme 2010 does not have provision for purchase of shares by the Trust from secondary market.

SEBI on October 28, 2014 promulgated the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("**ESOP Regulations**") bearing no. LAD-NRO/GN/2014-15/16/1729. Under the ESOP Regulations, the Company may implement employee stock option scheme through irrevocable trust and the trust can purchase shares from the secondary market for the purpose of employee stock option scheme. The Company is required to align CFCL Employees Stock Option Scheme 2010 with ESOP Regulations within one year from the coming into effect of ESOP Regulations.

The Company proposes to implement revised CFCL Employees Stock Option Scheme 2010, as amended by these resolutions, ("**ESOS 2010**" or "**Scheme**"), through Trust by way of equity shares acquired/to be acquired through secondary acquisition and / or to be subscribed by the Trust. This will provide flexibility to Trust to acquire shares from secondary market or through subscription of fresh shares of the Company. CFCL Employees Stock Option Scheme 2010 is therefore required to be modified for making provision for purchase of equity shares by the Trust from secondary market. Some other changes are also proposed as enumerated in this statement.

As per ESOS 2010, 41,62,000 stock options (convertible into equal number of equity shares of the Company) can be granted under ESOS 2010. As on June 30, 2015, the Trust was holding 22,53,402 equity shares of the Company and 1,88,800 shares had been transferred to the respective employees in the past upon exercise of stock options by them, aggregating to 24,42,202 equity shares. Hence, the Trust may acquire upto 17,19,798 equity shares (i.e. 41,62,000 minus 24,42,202 equity shares) to meet the requirement of shares upon exercise of the stock options in force and the stock options which may be granted in future.

In pursuance of Section 62 of the Companies Act, 2013, the approval of shareholders is required by special resolution for issue of shares to the employees under a scheme of employees' stock option. Further, in pursuance of ESOP Regulations, no share based benefit scheme shall be offered to employees unless shareholders of the Company approve it by passing a special resolution in general meeting.

In pursuance of section 67(3)(b) of the Companies Act, 2013, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, the scheme of provision of money for purchase or subscription of shares by trustees for the benefit of employees of the Company is required to be approved through special resolution. As per ESOP Regulations, approval of the shareholders by way of a separate resolution in general meeting is required to be obtained by the Company in case of secondary acquisition for implementation of share based employee benefit schemes.

In pursuance of ESOP Regulations, the details of variations proposed to be made in CFCL Employees Stock Option Scheme 2010 are under:

1. Provision has been made for Trust to purchase shares from the secondary market.
2. The provision for direct subscription of shares by the employees upon exercise of stock option has been deleted as ESOS 2010 envisages secondary acquisition and in such case, as per ESOP Regulations, it has to be implemented through Trust only.
3. The market price of the shares has remained low most of the time after grant of stock options. Hence, the employees have not been able to exercise majority of the stock options granted to them as the market price was lower than the grant price. In order to give more time to the employees for exercise of options, the exercise period is proposed to be increased from five years to eight years from the date of vesting.
4. Certain other changes are proposed to be made mainly to align CFCL Employees Stock Option Scheme 2010 with the requirements under ESOP Regulations.

None of the variations proposed to be made in CFCL Employees Stock Option Scheme 2010 are detrimental to the interest of the option holders.

The disclosures required to be made under ESOP Regulations read with SEBI circular no. CIR/CFD/Policy Cell/2/2015 dated June 16, 2015 and Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

a) Brief Description of the Scheme

The Scheme is structured to attract, reward and motivate the employees for high levels of individual performance as well as to retain them. This purpose is sought to be achieved through the grant of stock options to the employees to acquire the equity shares of the Company. The Scheme envisages grant of upto 41,62,000 stock options (including the stock options in force and the stock options already exercised by the employees). The stock options are exercisable at the exercise price and within the exercise period mentioned herein below.

b) The total number of options to be granted

i) A maximum of 41,62,000 options can be granted to eligible employees of the Company under ESOS 2010. Each option when exercised would be converted into one fully paid-up equity share having a face value of Rs. 10.

ii) The vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date to other eligible employees.

iii) In case of any corporate action such as rights issue, bonus issue, corporate restructuring, reduction of share capital, buyback of shares, split or consolidation of shares of the Company or any similar events, a fair and reasonable adjustment would be made to the options granted, as per ESOP Regulations and other applicable laws.

c) Classes of employees entitled to participate and be beneficiaries in the scheme

Following persons will be eligible to participate in ESOS 2010:

i) Employees of the Company in its Fertiliser Division who are at grade of Senior Manager and above; and

ii) Whole-time director(s)/ managing director(s) of the Company. An employee who is a promoter or belongs to the promoter group or a director, who either by himself or through his relative or through any body corporate, directly or indirectly, holds more than 10 percent of the outstanding equity shares of the Company, shall not be eligible to participate in ESOS 2010.

The Nomination and Remuneration Committee shall grant options to the eligible persons based on the parameters evolved/ decided by it from time to time.

d) Requirements of vesting, period of vesting and maximum period within which the options shall be vested:

Options granted under ESOS 2010 would vest not earlier than one year and not later than five years from the date of grant of such options. Vesting of options is a function of continued employment with the Company (passage of time) and achievement of performance criteria as specified by the Nomination and Remuneration Committee and communicated in the grant letter. The specific vesting schedule and conditions subject to which vesting would take place are outlined in the grant letter given to the eligible employee at the time of grant of options.

Notwithstanding anything contained in ESOS 2010, the Nomination and Remuneration Committee may not vest any of the options already granted or vest such lesser number of options already granted, in the event it is found that the stock option holder has not met the performance criteria specified in the grant letter or if there is any cause (such as professional misconduct, breach of trust, negligence, etc.) in relation to that stock option holder.

e) Exercise Price:

The options are / will be granted at the market price i.e. the latest available closing price on the stock exchanges where the shares of the Company are listed, prior to the date of the meeting of the Nomination and Remuneration Committee in which the options are granted or to be granted. As the shares of the Company are listed on National Stock Exchange of India Limited and BSE Limited, the stock exchange where there is highest trading volume on the said date shall be considered.

f) Exercise Period and the process of Exercise:

The exercise period would commence from the date of vesting and will expire on completion of eight years from the date of vesting of the respective options.

In case of death, permanent incapacity or retirement of an employee, the vested options can be exercised within three years from the date of death, permanent incapacity or retirement, as the case may be, or before the expiry of the exercise period, whichever is earlier.

The options will be exercisable by the employees by a written application accompanied by payment of exercise price. The options will lapse if not exercised within the specified exercise period.

g) Appraisal process for determining the eligibility of the employees to ESOS 2010:

The appraisal process for determining the eligibility of the employees under ESOS 2010 is / will be specified by the Nomination and Remuneration Committee and is / will be based on criteria such as role/ designation of the employee, past performance record, future potential of the employee or such other criteria that may be determined by the Nomination and Remuneration Committee at its sole discretion.

h) Maximum number of options to be issued per employee and in aggregate /maximum quantum of benefits per employee under ESOS 2010:

The number of options that may be granted to an employee under ESOS 2010 shall be less than 0.1% of the issued capital (excluding outstanding warrants and conversions) of the Company on the date of grant of stock options. In aggregate, the options granted / to be granted will not be more than 41,62,000, each option convertible into one fully paid-up equity share having a face value of Rs. 10 .

i) Whether the Scheme to be implemented and administered directly by the Company or through a Trust:

ESOS 2010 shall continue to be implemented and administered through Trust.

j) Whether the Scheme involves new issue of shares by the Company or secondary acquisition or both

ESOS 2010 involves both secondary acquisition by the Trust for the purpose of implementation of ESOS 2010 and new issue of equity shares by the Company to the Trust.

k) The amount of loan to be provided for implementation of Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.

The Company had outstanding loan of Rs. 1615.25 lac with the Trust as on March 31, 2015. Further, it is proposed to give loan not exceeding Rs. 12.50 Crore to the Trust, from time to time, in one or more tranches, as per the requirements of the Trust for the purpose of ESOS 2010. The tenure, repayment terms, etc. of loan shall be mutually agreed between the Board of Directors of the Company and the Trust.

l) Maximum percentage of secondary acquisition that can be made by the Trust for the purpose of ESOS 2010

1% of the paid up share capital of the Company (including the equity shares already acquired by the Trust for the purpose of ESOS 2010).

m) Disclosure and Accounting Policies:

The Company shall comply with the accounting policies prescribed under Regulation 15 of ESOP Regulations and all other disclosure requirements and accounting policies prescribed under ESOP Regulations and other applicable laws and regulations.

n) Method of option valuation:

To calculate the employee compensation cost, the Company shall use the intrinsic value method for valuation of the options granted.

The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on earning per share (EPS) of the Company shall be disclosed in the Directors' Report.

o) The particulars of the trust and trustees, their relationship with the promoters, directors and key managerial personnel, etc.:

i) Particulars of Trust

CFCL Employees Welfare Trust, "Corporate One", 1st Floor, 5, Commercial Centre, Jasola, New Delhi – 110025.

ii) Particulars of Trustees

Name	Address	Occupation	Nationality
Mr. Naveen Kapoor	B-1, Zuari Agro Chemicals Limited Residential Colony, Zuari Nagar, Goa	Service	Indian
Mr. Suresh Kumar Khandelia	2802, 28th Floor, Tower – C, Oberoi Woods, Oberoi Garden City, Goregaon (E), Mumbai – 400063	Service	Indian

The Board of Directors or Nomination and Remuneration Committee may, at its sole discretion, add, remove or change any or all of the aforesaid trustees of the Trust.

iii) The shares acquired or to be acquired by the Trust to be registered in the name of all or any of the trustees of the Trust, who shall hold the equity shares for and on behalf of the Trust.

iv) None of the aforesaid trustees are relatives of the promoters, directors and key managerial personnel of the Company.

p) Interest of key managerial personnel, directors or promoters in ESOS 2010 or Trust and effect thereof:

The key managerial personnel (including Managing Director) are interested in ESOS 2010 and Trust to the extent of stock options granted / to be granted to them, if any and the shares transferred / to be transferred to them upon exercise of such stock options. None of the promoters or other directors are interested in ESOS 2010 or the Trust.

q) The detailed particulars of benefits which will accrue to the employees from the implementation of ESOS 2010:

The eligible employees shall be entitled to the equivalent number of equity shares of the Company upon exercise of stock options, at a pre-determined price, as per the terms of the grant of stock options.

r) The details about who would exercise and how the voting rights in respect of the shares purchased or subscribed under ESOS 2010 would be exercised:

In pursuance of ESOP Regulations, neither the Trust nor the trustees of the Trust will exercise voting rights in respect of equity shares held or to be acquired or subscribed by the Trust.

The draft of revised CFCL Employees Stock Option Scheme 2010 shall be available for inspection by members without any fee at the Annual General Meeting and at the Company's Registered Office and Corporate Office from 0930 hours to 1730 hours on all working days (except Saturdays) up to the date of Annual General Meeting.

None of the directors or key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolutions at item nos. 12 and 13 except to the extent of stock options granted / to be granted (if any) to the key managerial personnel (including Managing Director of the Company) under ESOS 2010.

The Board commends the resolutions at Item Nos. 12 and 13 for your approval.

Item No. 14

In pursuance of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, in case a company makes an offer or invites to subscribe for non-convertible debentures (**NCDs**) on private placement basis, the company shall obtain prior approval of shareholders by means of a special resolution once in a year for all the offers or invitations for NCDs during the year.

In order to augment long term resources for financing, inter alia, the ongoing capital expenditure, expansion plans of the Company and for general corporate purposes, the Company may offer or invite subscription for secured / unsecured redeemable non-convertible debentures, in one or more series / tranches on private placement basis, issuable / redeemable at par or otherwise.

In order to enable the Board of Directors to offer or invite subscription for NCDs, as may be required by the Company from time to time for a year from the conclusion of this Annual General Meeting, the consent of the shareholders is sought for passing the special resolution set out at Item No. 14 of the Notice.

None of the directors or key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board commends the resolution for your approval.

By order of the Board

July 31, 2015
New Delhi

Rajveer Singh
Assistant Vice President – Legal & Secretary

Chambal Fertilisers and Chemicals Limited

Registered office: Gadepan, District Kota, Rajasthan, India, PIN – 325 208
Tel. No. 0744-2782915; Fax No.07455-274130
Corporate Office: "Corporate One", First Floor, 5, Commercial Centre, Jasola, New Delhi- 110 025
Tel. Nos.: +91-11-46581300, 41697900; Fax No.: +91-11-40638679
Email: isc@chambal.in Website: www.chambalfertilisers.com (CIN: L24124RJ1985PLC003293)

PROXY FORM

Name of the member(s): Registered address:		E-mail Id: Folio No./Client ID: DP ID:	

I / We, being the member(s) holding……shares of the above named Company, hereby appoint:

1. Name:	2. Name:	3. Name :
Address: E-mail ID:	Address: E-mail ID:	Address : E-mail ID :
Signature: …… Or falling him	Signature: …… Or falling him	Signature: ……

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Thirtieth Annual General Meeting of the Company, to be held on the 15th day of September, 2015 at 10.30 a.m. in the Multi-purpose Hall at the Registered Office of the Company at Gadepan, Distt. Kota, Rajasthan, PIN - 325208 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions
Ordinary Business:	
1.	Receive, consider and adopt: a) the audited financial statements of the Company for the financial year ended March 31, 2015 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, 2015 and report of the Auditors thereon.
2.	Declaration of dividend on equity shares
3.	Re-appointment of Mr. Saroj Kumar Poddar as Director, who retires by rotation
4.	Ratification of appointment of M/s. S.R.Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company.
5.	Ratification of appointment of M/s. Singhi & Co. Chartered Accountants as Branch Auditors for Shipping Business of the Company.
Special Business:	
6.	Appointment of Mr. Aditya Narayan as an Independent Director
7.	Approval for payment of commission to Non-Executive Directors
8.	Approval for re-appointment of Mr. Anil Kapoor as Managing Director of the Company
9.	Approval for remuneration payable to M/s. K.G. Goyal & Associates, Cost Auditors
10.	Approval for sale and transfer of textile business of the Company i.e. Birla Textile Mills to Sutlej Textiles and Industries Limited
11.	Approval for adoption of new Articles of Association of the Company
12.	Approval of revised CFCL Employees Stock Option Scheme 2010 ("**ESOS 2010**") and implementation of ESOS 2010 through CFCL Employees Welfare Trust
13.	Approval of acquisition of equity shares of the Company by CFCL Employees Welfare Trust ("**Trust**") from secondary market and grant of loan to the Trust.
14.	Approval to make offer or invitation for subscription of non- convertible debentures, on private placement basis.

Signed this ……day of ……2015

Signature(s) of Shareholder(s)

Affix Revenue Stamp

Signature of 1st Proxy Holder

Signature of 2nd Proxy Holder

Signature of 3rd Proxy Holder

Notes:

1. **This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. The Proxy form should be signed as per specimen signature registered with the Share Transfer Agents or Depository Participant, as the case may be.

Chambal Fertilisers and Chemicals Limited

Registered office: Gadepan, District Kota, Rajasthan, India, PIN – 325 208
Tel. No. 0744-2782915; Fax No.07455-274130
Corporate Office: "Corporate One", First Floor, 5, Commercial Centre, Jasola, New Delhi- 110 025
Tel. Nos.: +91-11-46581300, 41697900; Fax No.: +91-11-40638679
Email: isc@chambal.in Website: www.chambalfertilisers.com (CIN: L24124RJ1985PLC003293)

30th ANNUAL GENERAL MEETING

ATTENDANCE SLIP

Ledger Folio No./ DP ID / Client ID :

Name & Registered Address of the Member :

Joint Holder(s) :

I / We hereby record my/our presence at the 30th Annual General Meeting of the Company in the Multi purpose hall at the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN – 325 208 on Tuesday, September 15, 2015 at 1030 Hours.

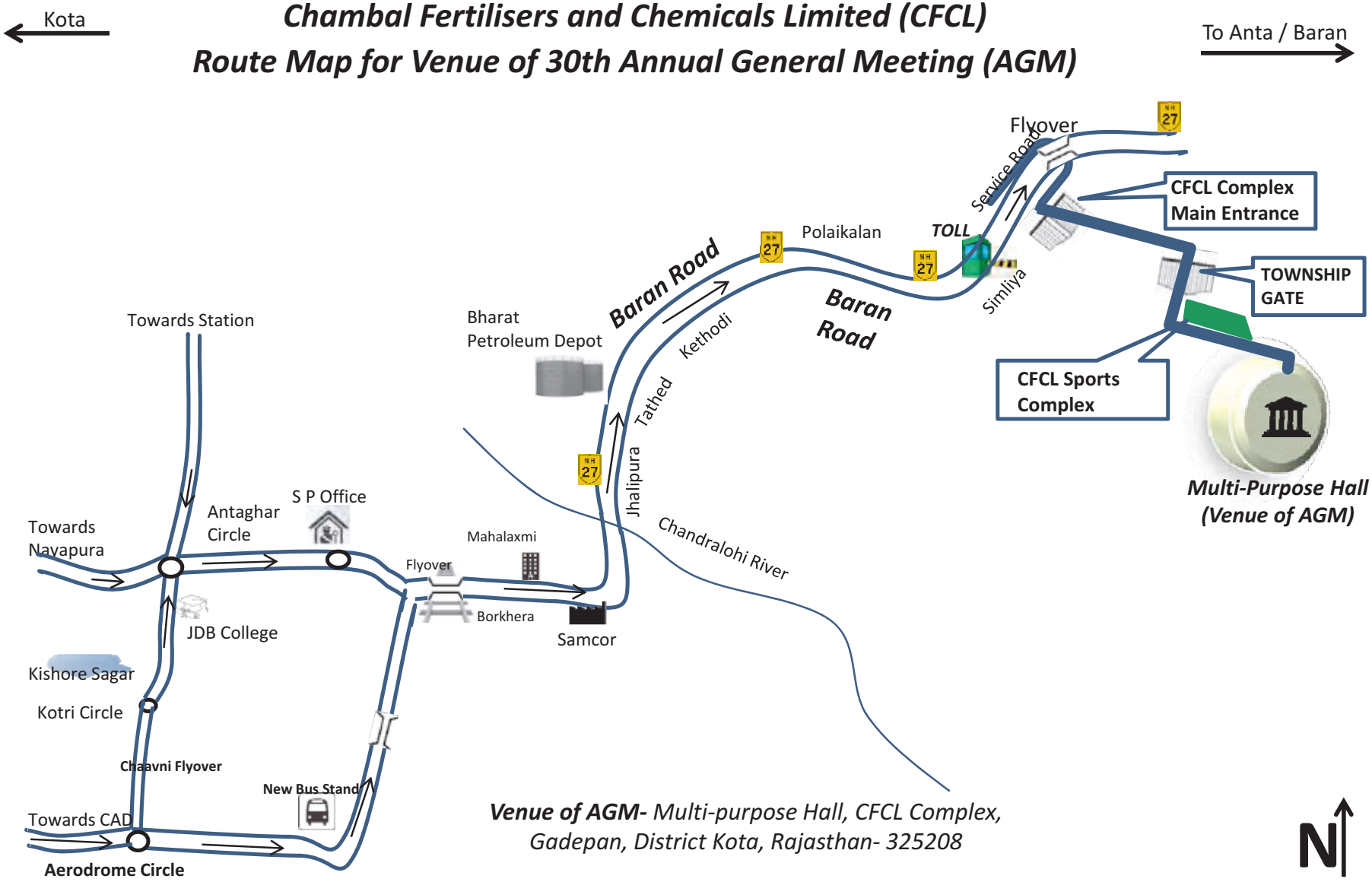
Member's/Proxy's name in (Block Letters)	Signature of Shareholder / Proxy

Note: **Please complete the Attendance Slip and hand it over at the entrance of the Meeting Hall**

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Chambal Fertilisers and Chemicals Limited (CFCL)
Route Map for Venue of 30th Annual General Meeting (AGM)



Venue of AGM- *Multi-purpose Hall, CFCL Complex, Gadepan, District Kota, Rajasthan- 325208*