CHAMBAL FERTILISERS AND CHEMICALS LIMITED

Ref. No.: CFCL/SE/2024-25/58

August 01, 2024

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,

In pursuance of the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of the Thirty Ninth Annual General Meeting of the Company scheduled to be held at 10.30 A.M. Indian Standard Time on Tuesday, August 27, 2024.

You are requested to take the same on records.

Thanking You

Yours faithfully,

For **Chambal Fertilisers and Chemicals Limited**

TRIDIB KUMAR BARAT

Digitally signed by TRIDIB KUMAR BARAT
Date: 2024.08.01 18:20:35 +05'30'

(Tridib Barat)
Vice President - Legal & Company Secretary

Encl.: a/a

Corporate One, First Floor, 5, Commercial Centre, Jasola, New Delhi - 110 025 • Tel.: 91-11-46581300, 41697900 • Fax: 91-11-40638679
Email : corporate@chambal.in • www.chambalfertilisers.com • CIN: L24124RJ1985PLC003293
Regd. Office : Gadepan, District Kota, Rajasthan -325 208
Tel No.: 91-744-2782915 ; Fax No : 91-7455-274130

Chambal Fertilisers and Chemicals Limited

(CIN: L24124RJ1985PLC003293)
Registered Office: Gadepan, District Kota, Rajasthan, PIN – 325 208, India
Telephone No. +91-744-2782915; Fax No. +91-7455-274130
Corporate Office: "Corporate One", First Floor, 5, Commercial Centre, Jasola, New Delhi – 110025, India
Telephone Nos. +91-11-46581300, 41697900; Fax No. +91-11-40638679
Email: isc@chambal.in; Website: www.chambalfertilisers.com

NOTICE

NOTICE is hereby given that the Thirty Ninth Annual General Meeting of the members of Chambal Fertilisers and Chemicals Limited will be held at 10.30 A.M. Indian Standard Time on Tuesday, August 27, 2024, through video conferencing ("VC")/ other audio visual means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
   a) the audited financial statements of the Company for the Financial Year ended March 31, 2024 and the reports of the Board of Directors and Auditor thereon; and
   b) the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2024 and the report of the Auditor thereon.
2. To declare final dividend on equity shares for the Financial Year ended March 31, 2024.
3. To consider, and if thought fit, pass the following resolution as **Special Resolution**:

   "RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof, for the time being in force) and other applicable laws and regulations, if any, approval of the members of the Company be and is hereby accorded for re-appointment and continuation of Mr. Saroj Kumar Poddar (Director Identification Number: 00008654), who has attained the age of seventy five (75) years, and who retires by rotation, and being eligible, offers himself for re-appointment, as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

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

   "RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration Number : 000024), appointed by the Board of Directors of the Company as Cost Auditor to conduct audit of the cost records of the Company, as applicable, for the Financial Year ending March 31, 2025, amounting to Rs. 1,20,000/- (Rupees One Lakh Twenty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby approved and ratified."
5. To consider, and if thought fit, pass the following resolution as **Ordinary Resolution**:

   "RESOLVED THAT pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, consent of the members 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) during the period of 5 (five) financial years commencing from April 01, 2025, such sum and in such manner as may be determined by the Board of Directors of the Company from time to time, but not exceeding in any financial year, 1% (one percent) of the net profit of the Company for each financial year computed in the manner prescribed under Section 198 of the Act and subject to maximum of Rs. 17,50,000/- per Non-Executive Director per financial year.

   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 necessary, expedient or incidental to give effect to this resolution."
6. To consider, and if thought fit, pass the following resolution as **Special Resolution**:

   "RESOLVED THAT pursuant to Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof, for the time being in force), Mr. Pradeep Jyoti Banerjee (Director Identification Number: 02985965), who was appointed as Independent Director of the Company for a term upto November 30, 2024 and qualifies for being re-appointed as an Independent Director 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 proposing him as a candidate for the office of Director,

be and is hereby re-appointed as Independent Director of the Company, to hold office for second term of 5 (five) consecutive years from December 01, 2024 to November 30, 2029, and not liable to retire by rotation."

By order of the Board of Directors

Tridib Barat
Vice President - Legal &
Company Secretary

New Delhi
July 23, 2024

NOTES:

1. **Explanatory Statement**

   The statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), relating to the item nos. 3 to 6 is given below and forms part hereof.

2. **Conducting Annual General Meeting through video conferencing or other audio visual means and dispatch of documents**

   2.1 The Ministry of Corporate Affairs, Government of India vide General Circular no. 09/2023 dated September 25, 2023 read with General Circular no. 10/2022 dated December 28, 2022, 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 (hereinafter collectively referred to as "MCA Circulars") has allowed the companies whose annual general meeting is due in the year 2023 or 2024 to conduct annual general meeting through video conferencing ("VC") or other audio visual means ("OAVM") till September 30, 2024. In pursuance of the applicable provisions of the Act read with MCA Circulars, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Circular no. SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 read with Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, on compliance with the provisions of Listing Regulations issued by the Securities and Exchange Board of India (hereinafter collectively referred to as "SEBI Circulars"), the Thirty Ninth Annual General Meeting of the Company ("AGM") is being convened and conducted through VC / OAVM, which does not require physical presence of members at a common venue. The venue of AGM shall be deemed to be the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN - 325208.

   2.2 In pursuance of the MCA Circulars and SEBI Circulars, notice of AGM and the Annual Report of the Company for the Financial Year 2023-24 ("Annual Report 2023-24") comprising audited financial statements for the Financial Year 2023-24, Auditor's Reports, Board's Report and all other documents required to be attached thereto and Business Responsibility and Sustainability Report are being sent only through email to those members whose email addresses are registered with the Company or the depositories/ depository participants. These documents will also be available on the website of the Company at www.chambalfertilisers.com, the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

   2.3 As per the provisions of Section 105 of the Act, a member entitled to attend and vote at AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Since the AGM is being held through VC/ OAVM and physical attendance of members has been dispensed with, the facility for appointment of proxies by the members will not be available for the AGM. Accordingly, the Proxy Form, Attendance Slip and Route Map are not enclosed hereto.

   2.4 Attendance of the members in the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

   2.5 The documents referred to in this notice of AGM shall be available for inspection electronically by the members upto the date of AGM. Members seeking to inspect such documents may send an email to the Company at isc@chambal.in.

   2.6 The registers maintained under Sections 170 and 189 of the Act and the certificate from Secretarial Auditor of the Company, in terms of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, regarding implementation of 'CFCL Employees Stock Option Scheme 2010', shall be available for inspection electronically by the members during the AGM. Members seeking to inspect such documents may send an email to the Company at isc@chambal.in.

   2.7 The special business under item nos. 4, 5 and 6 of the notice of AGM, to be transacted at the AGM, has been considered unavoidable by the Board of Directors of the Company.

3. **E-voting Facility**

   3.1 The Company is providing to its members, facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means ("e-Voting") and the business set out in the notice of AGM may be transacted through e-Voting.

   The Company has engaged 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.

   3.2 The remote e-Voting period shall commence at **09.00 A.M. Indian Standard Time ("IST") on Friday, August 23, 2024**, and end at **05.00 P.M. IST on Monday, August 26, 2024**. At the end of the remote e-Voting period, the remote e-Voting facility shall be blocked

by NSDL forthwith. The remote e-Voting shall not be allowed after 05.00 P.M. IST on Monday, August 26, 2024.

3.3 In pursuance of Sections 112 and 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting and participation and voting in the AGM.

Corporate / Institutional members (i.e. other than individuals, HUF, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority Letter / Power of Attorney, etc. to the Scrutiniser by e-mail at scrutinizer@chambal.in, with a copy marked to evoting@nsdl.com. Corporate/ Institutional members may also upload their Board Resolution / Authority Letter/ Power of Attorney, etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

3.4 Members who have cast their vote by remote e-Voting, can attend/participate in the AGM through VC/OAVM, but they shall not be entitled to cast their vote again.

3.5 The facility of e-Voting shall also be made available to the members participating in the AGM through VC/ OAVM. Only those members, who are attending the AGM through VC / OAVM facility, and have not cast their vote through remote e-Voting, shall be allowed to vote through e-Voting at the AGM.

4. Process and manner of remote e-Voting, attending AGM through VC/OAVM and e-Voting at AGM

Pursuant to Securities and Exchange Board of India's ("SEBI") Master Circular no. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated July 11, 2023 with respect to "e-Voting facility provided by listed entities", individual shareholders holding equity shares of the Company in dematerialised form can cast their vote, by way of single login credential, through their demat accounts and website of Depositories/Depository Participants.

Members are advised to update their mobile number and E-mail Id in their demat accounts in order to access e-Voting facility.

The process and manner of remote e-Voting, attending AGM through VC / OAVM and e-Voting at AGM are as under:

A) Procedure to login for individual shareholders holding shares in demat mode

I) Procedure to login through website of Depositories

a) Individual shareholders holding shares in demat mode with NSDL

i) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the **"Beneficial Owner"** icon under "Login" which is available under **"IDeAS"** section. A new screen will open. Enter your User Id, Password and Verification Code as shown on the screen. After successful authentication, you will be able to see e-Voting services under "Value Added Services". Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or **e-voting Service Providers - NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining AGM and voting during AGM.

If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp to register for IDeAS e-Services.

ii) Shareholders may directly access the e-Voting module of NSDL also. To directly access the e-Voting module, open web browser by typing the URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member/Creditor' section. A new screen will open. You will have to enter your User Id (i.e. 8 Character DP ID followed by 8 Digit Client ID of demat account held with NSDL), Password/OTP (One Time Password) and a Verification Code as shown on the screen.

After successful authentication, you will be redirected to NSDL IDeAS portal wherein you will see e-Voting page. Click on options available against Company name or e-voting Service Providers - NSDL and you will be redirected to e-Voting website of NSDL to cast your vote during the remote e-Voting period or joining AGM and voting during AGM.

iii) Shareholders can also download the NSDL Mobile Application i.e. "NSDL Speede" for seamless voting experience.

b) Individual shareholders holding shares in demat mode with Central Depository Services (India) Limited ("CDSL")

i) Users who have opted for CDSL Easi/ Easiest facility, can login using their existing username and password. Option will be made available to reach e-Voting page without any

further authentication. Users to login through Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and My Easi Tab and then use your existing My Easi username and password.

After successful login through Easi/ Easiest, user will also be able to see the e-Voting option when the e-Voting is in progress. On clicking the E-voting option, the user will be able to see e-Voting page of all the e-voting service providers. Click on NSDL to cast your vote during the remote e-Voting period or joining AGM and voting during AGM. Additionally, links are also provided to access the system of all e-voting service providers, so that the user can visit the e-voting service provider's website directly.

If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and My Easi Tab and then click on registration option.

ii) Alternatively, the user can directly access e-Voting page by providing demat account number and Permanent Account Number ("PAN" from "E Voting" link available on home page of www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile Number and Email ID as recorded in the demat account.

After successful authentication, user will be able to see the e-Voting option during the remote e-Voting period or joining AGM and voting during AGM and will also be able to directly access the system of all e-voting service providers. Click on NSDL to cast your vote during the remote e-Voting period or joining AGM and voting during AGM.

II) Procedure to login through Depository Participant

a) Shareholders can also login using the login credentials of their demat account through their depository participant registered with NSDL/CDSL for e-Voting facility.

b) Upon log-in, shareholder will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL depository site and after successful authentication, you can see e-Voting option.

c) Click on options available against Company name or **e-voting Service Providers-NSDL** and you will be redirected to e-Voting website of NSDL to cast your vote during the remote e-Voting period or joining AGM and voting during AGM.

III) Help-desk for individual shareholders holding shares in demat mode

Individual shareholders holding shares in demat mode who need assistance for any technical issue(s) related to login through depository i.e. NSDL or CDSL, may reach out to the following helpdesk:

Login type	Helpdesk details
Individual shareholders holding shares in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at +91 22 4886 7000
Individual Shareholders holding shares in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID/Forgot Password option available in above mentioned websites.

B) Procedure to login for shareholders (other than individual shareholders) who are holding shares in demat mode and shareholders who are holding shares in physical mode

i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/ Member/Creditor" section.

iii) A new screen will open. You will have to enter your User Id and Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL e-Services after using your log-in credentials, you will be able to see e-Voting services under Value Added Services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or **e-voting Service Providers- NSDL** and you will be re-directed to NSDL e-Voting website to cast your vote during the remote e-Voting period or joining AGM and voting during AGM.

iv) **The User Id details are given below:**

Manner of holding shares	User Id
(i) For members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your User Id is IN300***12******
(ii) For members who hold shares of the Company in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12********** then your User Id is 12**********
(iii) For members holding shares in Physical Form	EVEN (E-Voting Event Number) of the Company followed by Folio Number registered with the Company. For example, if Folio Number is E001**** and EVEN is 101456 then User Id is 101456E001****

v) Password details are given below:

a) If you are already registered with NSDL for e-Voting, then you can use your existing password to login and cast vote.

b) If you are using NSDL e-Voting system for the first time, you need to retrieve the 'Initial Password' in the following manner:

i. Shareholders whose e-mail address is registered with the Company/ depository participants, will receive an e-mail alongwith a PDF file attached therewith. The shareholder should open the PDF file attached with the e-mail. The said PDF file contains User Id and password of the shareholder for e-Voting. The password to open the PDF file is shareholder's 8 Digit Client ID for NSDL account, last 8 Digit of Client ID for CDSL account and folio number for shares held in physical form.

ii. If email address of a shareholder is not registered with the Company/ depository participant, then the shareholder may follow the steps mentioned in Note no. 5 below to obtain the password details.

vi) If you are unable to retrieve or have not received the "Initial Password" or have forgotten your password:

a) Click on **"Forgot User Details/Password?"** option (if you are holding shares in your demat account with NSDL or CDSL) and click on **"Physical User Reset Password?"** option (if you are holding shares in physical mode). These options are available under "Shareholder/ Member/ Creditor" section on www.evoting.nsdl.com.

b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address.

c) Members can also use OTP based login to cast vote on the e-Voting system of NSDL.

vii) After entering your password, tick on agree to all "Terms and Conditions" by selecting on the check box.

viii) Now, you will have to click on "Login" button and thereafter, home page of e-Voting will open.

C) Procedure to cast vote through Remote e-Voting

After successful login by following the procedure mentioned above, the below mentioned steps may be followed to cast vote through remote e-Voting:

i) Select "EVEN" of Chambal Fertilisers and Chemicals Limited during the remote e-Voting period. Now, you are ready for remote e-Voting as the voting page opens.

ii) Cast your vote by selecting appropriate option i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote, and click on "Submit" and also "Confirm" when prompted.

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

iv) You can similarly vote in respect of all the items forming part of the notice of AGM.

Shareholder can login any number of times during the remote e-Voting period, till he/she has voted on all the resolutions.

v) You can also take print of the votes cast by clicking on the print option on the confirmation page.

vi) Once the vote on a resolution is cast, shareholder shall not be allowed to change it subsequently or cast vote again.

D) Procedure for attending the AGM through VC / OAVM and e-Voting at AGM

i) Members can join the AGM through VC/OAVM by following the procedure for login mentioned above in this Note no. 4. After successful login, a member can see "VC/OAVM" link placed under **"Join Meeting"** menu against Company name. For joining the meeting, the member needs to click on "VC/OAVM" link placed under **"Join Meeting"** menu. The facility to join the AGM through VC/OAVM shall be opened

thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.

ii) Members may use the same procedure for e-Voting during AGM as mentioned above, for remote e-Voting.

iii) Members are encouraged to join the meeting using a laptop, for better experience. Further, members will be required to use internet with good bandwidth/speed to avoid any disturbance during the AGM.

iv) Members can submit queries/questions in advance with regard to the financial statements or any other matter forming part of agenda of the AGM, through email at isc@chambal.in from their registered email address, mentioning their Name, DP ID and Client ID/ Folio Number, PAN and mobile number, atleast 48 hours before the scheduled time of the commencement of AGM and such questions / queries shall be replied depending upon the availability of time at the AGM.

v) Members who wish to ask questions at the AGM with regard to the financial statements or any other matter forming part of agenda of the AGM, may register themselves as speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN and mobile number at isc@chambal.in, atleast 48 hours before the scheduled time of commencement of AGM. Only those Members who have registered themselves as speaker, will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending upon the availability of time.

5. Procedure to procure User Id and password for participation in AGM through VC/OAVM and e-Voting, for those Members whose e-mail address are not registered with the Company or depository/ depository participant

A member whose email address is not registered with the Company or depository/ depository participant and who wishes to receive through email, User Id and password to participate in the AGM through VC / OAVM and vote through e-Voting system in the AGM or through remote e-Voting, may follow the procedure mentioned below:

(i) In case shares of the Company are held by a member in physical form, the member should submit scanned copy of a signed request letter mentioning his/ her/ its email address, name, folio number and complete address along with self-attested copies of PAN Card and AADHAAR Card by email to isc@chambal.in or send these documents to the Share Transfer Agent of the Company; and

(ii) In case shares of the Company are held by a member in dematerialized form, such member should submit scanned copy of a signed request letter mentioning his/ her / its email address, name, DP ID and Client ID (16 digit DP ID + Client ID or 16 digit Beneficiary ID) along with self-attested scanned copies of Client Master List or Consolidated Demat Account statement, PAN Card and AADHAAR Card through email to isc@chambal.in or evoting@nsdl.com or send these documents to the Share Transfer Agent of the Company.

6. Entitlement for e-Voting

6.1 Any person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories (in case shares held in dematerialised form) as on the cut-off date i.e. **August 20, 2024,** shall be entitled to avail the facility of remote e-Voting as well as vote in the AGM through e-Voting system.

A person who is not a member as on the cut-off date, should treat this notice of AGM for information purposes only.

The voting right of the shareholder shall be reckoned in proportion to his/her shares in the total paid-up equity share capital of the Company as on cut-off date i.e. **August 20, 2024**.

6.2 A person who becomes a member of the Company after dispatch of the notice of AGM and holding shares as on the cut-off date i.e. **August 20, 2024**, may obtain the User Id and password by sending a request at evoting@nsdl.com or isc@chambal.in.

However, if such member is already registered for e-Voting, then such member may follow the process and manner of remote e-Voting, attending AGM through VC / OAVM and e-Voting at AGM given in Note No. 4 above.

7. Contact Details for Queries / Grievances

In case of any query, members may refer the Frequently Asked Questions (FAQs) (for Shareholders) on the e-Voting System of NSDL and User Manual on e-Voting System for Shareholders, available under the download section of www.evoting.nsdl.com or call at +91 22 - 48867000.

In case of any queries/grievances connected with remote e-Voting or e-Voting in the AGM or if the members need any assistance before or during the AGM, they may contact Ms. Pallavi Mhatre, Senior Manager, NSDL at the designated email IDs: evoting@nsdl.com or pallavid@nsdl.com (call at +91 22 - 48867000) or Mr. Shyamal Kumar Choudhury, Deputy Manager - Secretarial at the Corporate Office of the Company at "Corporate One", First Floor, 5, Commercial Centre, Jasola, New Delhi – 110 025, Telephone No. +91 11-41697900 / +91 11-46581300, Fax: +91 11-40638679, E-mail: isc@chambal.in.

8. Declaration of voting results

8.1 The Board of Directors of the Company has appointed Mr. Sachin Khurana, Partner, RMG & Associates, Company Secretaries in whole time practice (Membership No. FCS 10098 and Certificate of Practice No. 13212), to scrutinise the remote e-Voting process and voting in the AGM in a fair and transparent manner.

8.2 After completion of scrutiny of the votes cast at the AGM and the votes cast through remote e-Voting, the Scrutiniser shall make, within 2 working days from the conclusion of the AGM, a consolidated scrutiniser's report and submit the same to the Chairperson of AGM or any other person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith. The results declared alongwith scrutiniser's report shall be placed on the Company's website www.chambalfertilisers.com and NSDL website: www.evoting.nsdl.com, immediately after the results are declared.

9. Payment of Dividend

The Board of Directors, at its meeting held on May 7, 2024, has recommended a final dividend of Rs. 3.00 per equity share of Rs. 10 each of the Company (i.e. @ 30%), for the Financial Year ended March 31, 2024. The final dividend on equity shares for the Financial Year ended March 31, 2024, if declared at the AGM, will be paid subject to deduction of tax at source.

10. Book Closure

The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, August 06, 2024 to Wednesday, August 07, 2024 (both days inclusive) for determining the eligibility of shareholders for payment of final dividend on equity shares, if declared at the AGM.

11. Tax on Dividend

Members may note that the Income Tax Act, 1961, ("the IT Act") mandates that dividend paid or distributed by a company shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source at the time of making the payment of final dividend to the members. The members are requested to refer to the IT Act for the prescribed rates of tax deduction at source for various categories.

The rates of tax deduction at source shall be based on the residential status of the member, category of member, status of return filing, status of PAN-AADHAAR linking and the documents/ declarations submitted to the Company in accordance with the provisions of the IT Act. Accordingly, members are requested to update the PAN, residential status, and other details in their respective demat accounts with their depositories, if the shareholding is in demat form or with the Company's Share Transfer Agent i.e. Zuari Finserv Limited, if the shareholding is in physical form.

The other relevant provisions under the IT Act for Resident and Non-Resident shareholders are as follows:

I. Resident Shareholders

In case of Resident shareholders, tax shall be deducted at source as per the rates specified in Section 194 of the IT Act.

No tax shall be deducted on dividend paid to resident individual shareholders if total dividend amount during the Financial Year 2024-25 is less than Rs. 5,000 or if the shareholder furnishes declaration in Form No. 15G/15H to avail the benefit of non-deduction of tax at source by e-mail to isc@chambal.in on or before Monday, **August 05, 2024**.

In case a shareholder does not provide valid PAN or has not linked AADHAAR with PAN as per the provisions of Section 139AA of the IT Act or is a "specified person" as per Section 206AB of the IT Act, tax shall be deducted at the higher rate as per the provisions of the IT Act.

II. Non-Resident Shareholders

In respect of dividend to be paid to Non-Resident Shareholders, tax is required to be withheld in accordance with the provisions of the IT Act at the 'rates in force' for all non-resident shareholders except where payments are covered specifically under other provisions of the IT Act.

A non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the shareholder, if they are more beneficial to the shareholder, subject to providing necessary documents, i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, e-filed Form 10F and any other document which may be required to avail the tax treaty benefits. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident shareholder.

Members holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under the PAN will be considered on their entire holding in different accounts.

In order to enable the Company to determine the appropriate rate of tax deduction/ withholding, the members are requested to provide the requisite details and documents on or before **Monday, August 05, 2024.** Members are requested to send all the above-mentioned documents and any other correspondence, in this regard by email to isc@chambal.in or to the Share Transfer Agent of the Company.

Members may send an email to the Company at isc@chambal.in for any clarification in this regard.

12. Updation of details of shareholders

12.1 As per Master Circular for Registrar to an Issue and Share Transfer Agents dated May 07, 2024 issued by SEBI, it is mandatory for all holders of physical shares in the Company to furnish PAN, Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank account details and specimen signatures for their corresponding folio numbers of physical securities.

The concerned members holding shares of the Company in physical form, are required to submit following forms duly completed in all respects, to

the Company or its Share Transfer Agent ("STA"), for registration/updation of their details:

Description	Form
Registration / updation of PAN, Contact details (postal address, Mobile number & Email) and Bank details	Form ISR-1
Registration/Updation of signature(s) of shareholder(s)	Form ISR-1, Form ISR-2 (As applicable)
Nomination as provided in Rule 19 (1) of Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
Change of Nomination	Form SH-14
Declaration to Opt-out from Nomination	Form ISR-3
Cancellation of Nomination	Form SH-14 alongwith Form ISR-3
The abovementioned forms are available on the website of the Company at www.chambalfertilisers.com under the section "Investors"	

In case any of the aforesaid documents / details are not available in the records of the Company / STA, the member shall not be eligible to lodge grievance or avail any service request from the STA until they furnish KYC details / documents. Further, with effect from April 01, 2024, any payment including dividend shall only be made in electronic mode to members.

12.2 Members holding shares in demat mode may register/ update their email address and/ or bank account details through their depository participant.

13. Unclaimed Dividend

Members may kindly note that the Company is required to transfer the dividends, which remain unclaimed / unpaid for a period of seven years, to the Investor Education and Protection Fund ("IEPF") constituted by the Government of India. During the Financial Year 2023-24, the Company has transferred unclaimed / unpaid dividend for the Financial Year 2015-16 to IEPF.

The Company has uploaded the details of unpaid / unclaimed dividend lying with the Company, on the website of the Company (www.chambalfertilisers.com). Members are requested to claim their unpaid / unclaimed dividend pertaining to the Financial Year 2016-17 and subsequent dividends declared by the Company, by making an application along with requisite documents to the Company's Share Transfer Agent, for payment before the same becoming due for transfer to IEPF.

14. Transfer of shares to IEPF

Members may kindly note that pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules"), all shares in respect of which dividend has remained unclaimed/unpaid for seven consecutive years or more shall be transferred by the Company to the demat account of Investor Education and Protection Fund Authority ("IEPF Authority"). During the Financial Year ended March 31, 2024, the Company has transferred 4,29,167 equity shares to the demat account of IEPF Authority in respect of which dividend has remained unpaid unclaimed for the last seven years. 59,69,619 equity shares of the Company were lying in the Demat Account of IEPF Authority as on March 31, 2024.

Members, whose unclaimed dividend and / or shares have been transferred to IEPF/ IEPF Authority, may claim the dividend and / or shares, as the case may be, from IEPF/ IEPF Authority by submitting an application in Form No. IEPF-5 available on www.iepf.gov.in and following the procedure mentioned at the said website and in the IEPF Rules.

In pursuance of the IEPF Rules, the Company has communicated individually to the concerned shareholders whose shares are liable to be transferred to IEPF during the Financial Year 2024-25. The Company has also uploaded details of such shareholders and shares due for transfer to IEPF on its website at www.chambalfertilisers.com under the section "Investors".

15. Share Transfer Agent

Zuari Finserv Limited is Share Transfer Agent of the Company. The investor related communication may be addressed to:

Zuari Finserv Limited
Plot No. 2, Zamrudpur Community Centre,
Kailash Colony Extension,
New Delhi -110 048
Tel: +91-11-46474000
E-mail: rta@adventz.zuarimoney.com

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

ITEM NO. 3

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Saroj Kumar Poddar retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment, as a Director liable to retire by rotation.

Mr. Saroj Kumar Poddar attained the age of seventy five (75) years on September 15, 2020. In accordance with the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the members of the Company had approved, by way of special resolution passed at their Annual General Meetings held on September 10, 2020 and September 16, 2021, continuation of Mr. Saroj Kumar Poddar as Director liable to retire by rotation.

Mr. Saroj Kumar Poddar (Director Identification Number: 00008654), a gold medallist in B. Com (Hons.) from Calcutta University, is an eminent Industrialist of India with experience of over five decades. Mr. Saroj Kumar Poddar has been a pioneer in creating various seminal projects, including joint ventures with leading international corporations. He was instrumental in promoting Gillette India Limited (a venture with the Gillette Company of USA), and was its founder Chairman since 1984, before relinquishing the position in December 2013. He

has vast experience and expertise in diverse industries like fertilisers and agri-inputs, sugar, engineering & infrastructure, personal care products, etc.

He has served as the President of Federation of Indian Chambers of Commerce and Industry (FICCI) and International Chamber of Commerce in India. Mr. Saroj Kumar Poddar was appointed by Government of India on the Board of Trade - the highest body on trade and on the Court of Indian Institute of Science, Bangalore. He has also served for a decade, as member of the Board of Governors of the Indian Institute of Technology, Kharagpur and also on 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) Private Limited.

Details of other Indian companies in which Mr. Saroj Kumar Poddar is a Director, are as under:

S. No.	Name of the Company
1.	Adventz Finance Private Limited
2.	Adventz Homecare Private Limited
3.	Hepo India Private Limited
4.	Hettich India Private Limited
5.	Lionel India Limited
6.	Paradeep Phosphates Limited*
7.	Texmaco Rail & Engineering Limited*
8.	Zuari Agro Chemicals Limited*
9.	Zuari Envien Bioenergy Private Limited
10.	Zuari Industries Limited*

*Listed entity

Further, details of positions held by Mr. Saroj Kumar Poddar as chairperson/member of committees of board of directors of other Indian companies, are as under:

S. No.	Name of the Company	Name of the Committee	Position Held
1.	Adventz Finance Private Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Asset Liability Management Committee	Chairman
		Risk Management Committee	Chairman
2.	Paradeep Phosphates Limited	Nomination & Remuneration Committee	Member
3.	Texmaco Rail & Engineering Limited	Committee of Directors	Chairman
4.	Zuari Agro Chemicals Limited	Committee of Directors for Banking & Finance	Chairman
5.	Zuari Industries Limited	Nomination & Remuneration Committee	Member

Mr. Saroj Kumar Poddar has not resigned from the directorship of any listed entity in the past three years. Mr. Saroj Kumar Poddar holds 7,00,000 equity shares in the Company, and he is not a relative (as defined under the Companies Act, 2013 and Rules thereunder) of any Director or Key Managerial Personnel of the Company.

Mr. Saroj Kumar Poddar joined the Board of Directors of the Company on February 13, 1995, and assumed the office of Chairman on September 16, 2008. He is entitled to receive sitting fee for attending meetings of Board of Directors and Committees thereof, and payment by way of commission within the limits approved by the members. He had attended all 8 meetings of the Board of Directors of the Company held during the Financial Year 2023-24. The Company has paid sitting fee of Rs. 4,00,000/- to him during the Financial Year 2023-24 and commission of Rs.10,00,000/- is payable to him for the said financial year.

Under the guidance and mentorship of Mr. Saroj Kumar Poddar as Chairman, the Company has achieved substantial growth. The Company successfully commissioned its third urea plant during the Financial Year 2018-19, increasing the urea production capacity by around 63%. In addition to this, the Company has substantially increased its portfolio and volume of marketed products. As a result of these initiatives, the revenue and profitability of the Company has increased substantially. Apart from fertilisers and agri inputs segment, the Company is setting up a plant to manufacture Technical Ammonium Nitrate (TAN) including Weak Nitric Acid (WNA). Considering the seniority, expertise, and vast experience of Mr. Saroj Kumar Poddar, the Nomination and Remuneration Committee and the Board of Directors of the Company are of the opinion that continuation of Mr. Saroj Kumar Poddar on the Board of Directors would immensely benefit the Company.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 7, 2024 has recommended to the members of the Company, to approve the re-appointment and continuation of Mr. Saroj Kumar Poddar, as Director liable to retire by rotation. Accordingly, approval of the members is being sought for re-appointment and continuation of Mr. Saroj Kumar Poddar as Director liable to retire by rotation, pursuant to the provisions of Section 152 of the Companies Act, 2013 and Regulation 17(1A) of the Listing Regulations.

If re-appointed, Mr. Saroj Kumar Poddar shall be liable to retire by rotation and he shall be entitled to receive sitting fee for attending meetings of the Board of Directors and Committees thereof and payment by way of commission, within the limits approved by the members.

Save and except Mr. Saroj Kumar Poddar and his relatives, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set out at Item No. 3 of the Notice for approval of members.

Note: Item No. 3 being part of the ordinary business, this statement in respect thereof is not required under the provisions of the Companies Act, 2013, but the same is included herein in view of the requirement of Regulation 17(1A) of the Listing Regulations.

Item No. 4

The Board of Directors, on the recommendation of the Audit Committee, had approved the appointment of M/s. K. G. Goyal & Associates, Cost Accountants, for conducting audit of the cost records of the Company, as applicable, for the Financial Year ending March 31, 2025 at a fee of Rs. 1,20,000 plus applicable taxes and reimbursement of out-of-pocket expenses.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to M/s. K. G. Goyal & Associates, Cost Accountants is required to be ratified by the shareholders of the Company. Accordingly, consent of the members is being sought for approval/ratification of the remuneration payable to M/s. K. G. Goyal & Associates, Cost Accountants, for conducting audit of the cost records of the Company, as applicable, for the Financial Year ending March 31, 2025.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set out at Item No. 4 of the Notice for approval of members.

Item No. 5

The members of the Company at their Annual General Meeting held on September 10, 2020 had approved payment, by way of commission upto 1% (one percent) of the net profit of the Company, subject to maximum of Rs. 10,00,000/- (Rupees Ten Lakhs only) to each of the Non-Executive Directors of the Company per financial year, during the period of 5 (five) financial years commencing from April 01, 2020, which is valid until financial year 2024-25.

In order to appropriately remunerate the Non-Executive Directors commensurate with their responsibilities and time and efforts put in by them, the Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee, has recommended to the members of the Company for their approval, payment by way of commission, to the Non-Executive Directors of the Company during the period of 5 (five) financial years commencing from April 01, 2025. The aggregate commission payable to all the Non-Executive Directors in a financial year, shall not exceed 1% (one percent) of the net profit of the Company computed in the manner prescribed under Section 198 of the Companies Act, 2013 ("Act"). The commission payable to a Non-Executive Director during a financial year shall not exceed Rs. 17,50,000/- (Rupees Seventeen Lakhs Fifty Thousand 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.

The Company has not defaulted in the payment of dues to any bank or public financial institution or non-convertible debenture holders, or any other secured creditor.

In pursuance of Section 197 of the Act read with the Articles of Association of the Company, payment by way of commission to Non-Executive Directors requires approval of the members by way of an ordinary resolution.

The Articles of Association of the Company shall be available for inspection electronically by members upto the date of Annual General Meeting. The members seeking inspection thereof may send an email to the Company at isc@chambal.in.

All the Non-Executive Directors of the Company (to the extent of commission payable to them) and their relatives are interested in the resolution. None of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set out at Item No. 5 of the Notice for approval of members.

Item No. 6

In pursuance of Sections 149 and 152 of the Companies Act, 2013 ("Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pradeep Jyoti Banerjee was appointed as Independent Director of the Company for a term of 5 (five) consecutive years w.e.f December 01, 2019 upto November 30, 2024.

As per provisions of Section 149 of the Act, Mr. Pradeep Jyoti Banerjee is eligible for re-appointment as Independent Director for second term of upto 5 (five) consecutive years on passing a special resolution and disclosure of such appointment in the Board's report.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee ("NRC") and considering other relevant factors, has recommended to the shareholders of the Company to approve the re-appointment of Mr. Pradeep Jyoti Banerjee for second term of 5 (five) consecutive years w.e.f. December 01, 2024 until November 30, 2029.

Mr. Pradeep Jyoti Banerjee (Director Identification Number: 02985965) aged about 65 years, is Bachelor of Technology (Chemical) from Indian Institute of Technology, Delhi. He started his career as Management Trainee in Hindustan Unilever Limited ("HUL") in the year 1980. He has about four decades of experience with Unilever group, in India, United Kingdom, Nepal, and Singapore. He served as an Executive Director on the Board of HUL for almost a decade until December 31, 2019, and as Head of Supply Chain for Unilever in South Asia (India, Pakistan, Bangladesh, Sri Lanka, and Nepal). During his association with HUL, he worked extensively in Global Procurement in Singapore, Global Supply Chain in London and has led large manufacturing operations, Oral Care Business in India and innovations in the Personal Care business. At present, he serves on the Boards of listed and unlisted companies, is an Operating Partner in Advent PE and a Senior Advisor to Boston Consulting Group.

The Company has received the following confirmations from Mr. Pradeep Jyoti Banerjee - (i) consent to act as Director; (ii) he is not disqualified from being appointed as Director in terms of Section 164 of the Act; and (iii) declaration that he meets the criteria of independence as specified under Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Company has received notice in writing from a member in terms of the provisions of Section 160 of the Act, proposing the candidature of Mr. Pradeep Jyoti Banerjee for the office of Director.

Details of other Indian companies in which Mr. Pradeep Jyoti Banerjee is a Director, are as under:

S. No.	Name of the Company
1.	Atul Limited*
2.	Biba Fashion Limited
3.	Gabriel India Limited*
4.	Jubilant Ingrevia Limited*
5.	Median Brands Private Limited
6.	North Delhi Metro Mall Private Limited
7.	Parksons Packaging Limited
8.	VR Dakshin Private Limited
9.	VR Konkan Private Limited
10.	VR Majha Limited
11.	VR Malwa Private Limited
12.	VR South Asia Private Limited
13.	VR Surat Private Limited
14.	VR Vidarbha Limited
15.	Whirlpool of India Limited*

*Listed entity

Details of positions held by Mr. Pradeep Jyoti Banerjee as chairperson/member of committees of board of directors of other Indian companies, are as under:

S. No.	Name of the Company	Name of the Committee	Position Held
1.	Biba Fashion Limited	Corporate Social Responsibility Committee	Member
		Independent Director Committee	Chairperson
2.	Gabriel India Limited	Stakeholders Relationship Committee	Chairperson
		Nomination and Remuneration Committee	Chairperson
3.	Jubilant Ingrevia Limited	Nomination, Remuneration & Compensation Committee	Chairperson
		Audit Committee	Member
		Sustainability & CSR Committee	Member
		Risk Management Committee	Member
4.	Parksons Packaging Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
5.	Whirlpool of India Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Chairperson
		Stakeholders Relationship Committee	Member

Mr. Pradeep Jyoti Banerjee has not resigned from the directorship of any listed entity in the past three years. He does not hold any equity shares in the Company, and he is not a relative (as defined under the Act and Rules thereunder) of any Director or Key Managerial Personnel of the Company. Mr. Pradeep Jyoti Banerjee shall not be liable to retire by rotation. He has attended all 8 meetings of the Board of Directors of the Company held during the Financial Year 2023-24. The Company has paid sitting fee of Rs. 7,80,000/- to him during the financial year 2023-24 and commission of Rs.10,00,000/- is payable to him for the said financial year.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the name of Mr. Pradeep Jyoti Banerjee is included in the data bank maintained by the Indian Institute of Corporate Affairs.

Mr. Pradeep Jyoti Banerjee possesses the core skills/ expertise/ competencies identified by the Board of Directors namely, Corporate Governance, Leadership and General Management and Industry Experience, which are also part of the role and capabilities identified by NRC.

The Board of Directors evaluated the performance of Mr. Pradeep Jyoti Banerjee and was satisfied with his performance as an Independent Director of the Company. He has been actively contributing to the working and growth of the Company, and the Board and relevant committees have benefitted from his knowledge, experience and specialization. He is a person of integrity and possesses requisite qualification, experience and expertise for appointment as Independent Director. Considering the qualification, experience, expertise, contribution as Director of the Company, report of performance evaluation and role & capabilities required of an Independent Director of the Company, the NRC and Board of Directors are of opinion that Mr. Pradeep Jyoti Banerjee has the requisite skills and capabilities required for an Independent Director, and his continued association would benefit the Company. Further, Mr. Banerjee fulfils the criteria for appointment of Director contained in the Remuneration Policy of the Company.

In the opinion of the Board of Directors, Mr. Pradeep Jyoti Banerjee fulfils the conditions for re-appointment as Independent Director as specified in the Act, the Rules made thereunder, and the Listing Regulations and he is independent of the management of the Company.

Approval of the members is being sought for re-appointment of Mr. Pradeep Jyoti Banerjee as Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years from December 01, 2024 upto November 30, 2029. If re-appointed, he shall be entitled to receive sitting fee for attending meetings of the Board of Directors and Committees thereof and payment by way of commission within the limits approved by the members of the Company. The other terms and conditions of re-appointment of Mr. Pradeep Jyoti Banerjee shall be as per the draft letter of appointment. The draft letter of appointment setting out terms and conditions of his re-appointment and other documents referred above, shall be available for inspection electronically by members upto the date of Annual General Meeting. Members seeking inspection of these documents may send an email to the Company at isc@chambal.in.

Save and except Mr. Pradeep Jyoti Banerjee and his relatives, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set out at Item No. 6 of the Notice for approval of members.

By order of the Board of Directors

Tridib Barat
Vice President - Legal &
Company Secretary

New Delhi
July 23, 2024