CHAMBAL FERTILISERS AND CHEMICALS LIMITED

August 17, 2020

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-fifth Annual General Meeting of the Company scheduled to be held at 1030 Hours Indian Standard Time on Thursday, September 10, 2020.

You are requested to take the same on records.

Thanking You,

Yours sincerely,

for **Chambal Fertilisers and Chemicals Limited**

Rajveer Singh
Vice President - Legal & 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 – 110 025, 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-fifth Annual General Meeting of the members of Chambal Fertilisers and Chemicals Limited will be held at 1030 Hours Indian Standard Time ("IST") on Thursday, September 10, 2020, 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 standalone financial statements of the Company for the financial year ended March 31, 2020 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, 2020 and report of the Auditors thereon.
2. To appoint Mr. Chandra Shekhar Nopany (DIN: 00014587), who retires by rotation and, being eligible, offers himself for re-appointment, as a Director.

SPECIAL BUSINESS:

3. 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 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 No. 000024), appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the cost records of the Company, as applicable, for the financial year ending March 31, 2021, amounting to Rs. 1,00,000 (Rupees One Lakh Only) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified."

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 152, 196 and 197 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 modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Gaurav Mathur (DIN: 07610237) as Whole-time Director designated as Joint Managing Director of the Company, for a period of 5 (five) years with effect from January 06, 2020, his office as director liable to determination by retirement by rotation, on such terms and conditions including remuneration as set out in the statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the notice of this Annual General Meeting with the authority to the Board of Directors of the Company to alter and vary the terms and conditions of the said appointment and/ or remuneration, as it may deem fit.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine, from time to time, such increments and performance bonus payable to Mr. Gaurav Mathur, as it may deem fit and proper 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."

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

   "RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions 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), Mr. Pradeep Jyoti Banerjee (DIN: 02985965), who was appointed as an Additional Director of the Company in the category of Independent Director with effect from December 01, 2019 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who qualifies for being 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 appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from December 01, 2019 to November 30, 2024 and not liable to retire by rotation."

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

   "RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions 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), Mrs. Rita Menon (DIN: 00064714), who qualifies for being 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 her as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from September 10, 2020 to September 09, 2025 and not liable to retire by rotation."

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

"**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions 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 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, 2020, 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 profits of the Company computed in the manner prescribed under Section 198 of the Companies Act, 2013 (including any modification(s) or re-enactment thereof, for the time being in force) and subject to the maximum of Rs. 10,00,000 per financial year per Non-Executive Director.

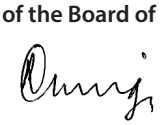
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do and perform all such acts, deeds and things and take all such steps as may be necessary, expedient or incidental to give effect to this resolution."

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

"**RESOLVED THAT** pursuant to 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 the continuation of Mr. Saroj Kumar Poddar (DIN: 00008654) as a Director of the Company, after he attains the age of seventy five (75) years, liable to retire by rotation.

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."

By order of the Board of Directors



New Delhi
August 12, 2020

Rajveer Singh
Vice President - Legal & Secretary

NOTES:

1. Explanatory Statement

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

2. Director proposed to be re-appointed

Mr. Chandra Shekhar Nopany is retiring by rotation and, being eligible, offers himself for re-appointment, as a Director. The brief resume and other details of Mr. Chandra Shekhar Nopany are given below:

Mr. Chandra Shekhar Nopany (DIN: 00014587), aged about 54 years, is an industrialist having around 30 years' experience and expertise in diverse fields like sugar, shipping, textiles, finance and fertilisers. He leads as a new generation entrepreneur with concerted focus on efficiency and growth. He is a Chartered Accountant and Master of Science in Industrial Administration from Carnegie Mellon University, Pittsburgh, U.S.A. He is former President of Indian Chamber of Commerce, Kolkata and Indian Sugar Mills Association.

The details of other Indian companies in which Mr. Chandra Shekhar Nopany is a Director are as under:

S. No.	Name of the Company
1.	Allahabad Canning Limited
2.	Avadh Sugar & Energy Limited*
3.	Magadh Sugar & Energy Limited*
4.	New India Retailing & Investment Limited*
5.	Ronson Traders Limited*
6.	SIL Investments Limited*
7.	Sutlej Textiles and Industries Limited*
8.	Yashovardhan Investment & Trading Company Limited

*Listed entity

The details of Mr. Chandra Shekhar Nopany's Chairpersonship/ Membership of the Committees of the Board of Directors of Indian Companies are as under:

S. No.	Name of the Company	Name of the Committee	Position held
1.	Chambal Fertilisers and Chemicals Limited	Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairperson
		Banking and Finance Committee	Member
		Project Monitoring Committee	Chairperson
2.	Magadh Sugar & Energy Limited	Corporate Social Responsibility Committee	Chairperson
3.	Ronson Traders Limited	Stakeholders Relationship Committee	Chairperson

S. No.	Name of the Company	Name of the Committee	Position held
4.	SIL Investments Limited	Stakeholders Relationship Committee	Chairperson
		Corporate Social Responsibility Committee	Chairperson

Mr. Chandra Shekhar Nopany holds 3,23,775 equity shares in the Company. Apart from this, Chandra Shekhar Nopany as Karta of C S Nopany holds 2,40,100 equity shares, Chandra Shekhar Nopany as Trustee of Shruti Family Trust holds 1,000 equity shares and Chandra Shekhar Nopany as Trustee of Shekhar Family Trust holds 1,40,01,000 equity shares of the Company.

Mr. Chandra Shekhar Nopany is not a relative (as defined under the Act and Rules thereunder) of any Director or Key Managerial Personnel of the Company. He was first appointed as Alternate Director on the Board of Directors of the Company on November 15, 1994 and served as Alternate Director thereafter from time to time. He was appointed as Director of the Company with effect from September 16, 2008. He had attended all 7 meetings of the Board of Directors of the Company held during the financial year 2019-20. The Company has paid sitting fee of Rs. 4,25,000 to him during the financial year 2019-20 and commission of Rs.5,00,000 is payable to him for the said financial year. If re-appointed, Mr. Chandra Shekhar Nopany shall be liable to retire by rotation and he shall be entitled to receive sitting fee for attending the meetings of the Board of Directors and Committees thereof and the payment by way of commission within the limits approved by the members.

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

3.1 In view of the outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India vide General Circular no. 20/2020 dated May 05, 2020 read with General Circular no. 14/2020 dated April 08, 2020 and General Circular no. 17/2020 dated April 13, 2020 (hereinafter collectively referred to as "MCA Circulars") has allowed the companies to conduct annual general meeting to be held during the calendar year 2020 through video conferencing ("VC") or other audio visual means ("OAVM"). In pursuance of the applicable provisions of the Act read with MCA Circulars, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular"), the Thirty-fifth 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 - 325 208.

3.2 In pursuance of the MCA Circulars and SEBI Circular, notice of AGM and the Annual Report of the Company for the financial year 2019-20 ("Annual Report 2019-20") comprising audited financial statements for the financial year 2019-20, Auditors Reports, Board's Report and all other documents required to be attached thereto and Business Responsibility 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.

3.3 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 and the proxy need not be a member of the Company. Since the AGM will be 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.

3.4 The 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.

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

3.6 The Registers maintained under Sections 170 and 189 of the Act and the certificate from Auditors of the Company, in terms of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, regarding implementation of 'CFCL Employees Stock Option Scheme 2010' , shall be available for inspection electronically by members during the AGM. The members seeking to inspect such documents may send an email to the Company at isc@chambal.in.

3.7 The institutional investors who are members of the Company, are encouraged to attend and vote in the AGM through VC/OAVM.

3.8 The special business under Item Nos. 3 to 8 of the notice of AGM, to be transacted at the AGM, has been considered unavoidable by the Board of Directors of the Company.

4. E-voting Facility

4.1 The Company is providing to its members a facility to exercise their right to vote on resolutions proposed to be considered at the AGM through voting 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.

4.2 The members who have cast their vote by remote E-voting may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

4.3 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 in the AGM.

4.4 The process and manner of remote E-voting is as under:

4.4.1 Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/.

4.4.2 Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholders" section.

4.4.3 A new screen will open. You will have to enter your User ID, your Password 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, click on e-Voting and you can proceed to cast your vote electronically.

4.4.4 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 in demat account with Central Depository Services (India) Limited ("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****

4.4.5 Password details are given below:

(i) If a member is already registered with NSDL for E-voting, then he / she can use his / her existing password to login and cast vote.

(ii) If a member is using NSDL e-Voting system for the first time, he / she needs to retrieve the 'initial password' in the following manner:

(a) The members, whose e-mail addresses are registered with the Company/ depository participants, shall receive an e-mail alongwith a PDF file attached therewith. The member should open the PDF file attached with the e-mail. The said PDF file contains his/ her user ID and password for E-voting. The password to open the PDF file is member's 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account and folio number for shares held in physical form.

(b) If a member's email address is not registered with the Company/ depository participant, such member shall follow the steps mentioned in Note no. 6 below for registration of email address and obtaining the password details.

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

(i) 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 on www.evoting.nsdl.com.

(ii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, your Permanent Account Number ("PAN"), your name and your registered address.

(iii) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

4.4.7 After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

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

4.4.9 After successful login, the below mentioned steps should be followed for casting the vote through remote E-voting:

i) On the Home page of e-Voting, click on "e-Voting". Then, click on "Active e-Voting Cycles / VC Or OAVM".

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

iii) 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.

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

v) You can similarly vote in respect of all the items forming part of the notice of AGM. The members can login any number of times during the remote E-voting period, till they have voted on all the resolutions.

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

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

4.5 The remote E-voting period shall commence at **0900 Hours IST on Saturday, September 05, 2020** and ends at **1700 Hours IST on Wednesday, September 09, 2020**. 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 1700 Hours IST on September 09, 2020.

4.6 In pursuance of Section 112 and Section 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 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.co.in.

5. Procedure for attending the AGM through VC/OAVM and voting at AGM

5.1 The members may follow the same procedure for E-voting during the AGM as mentioned above for remote E-voting.

5.2 Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at https://www.evoting.nsdl.com under shareholder/ member login by using the remote E-voting credentials. The link for VC/OAVM will be available in shareholder/member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and password for E-voting or have forgotten the User ID and password may retrieve the same by following the process for remote E-voting mentioned in the Note No.4 above. Further, members can also use the OTP based login for logging into the e-Voting system of NSDL.

5.3 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. The members can join the AGM through VC/OAVM by following the procedure mentioned in this notice of AGM. The facility of participation in the AGM through VC/OAVM will be available for members on a first-come-first-served basis.

5.4 Members are encouraged to join the meeting through laptops for better experience. Further, members will be required to use internet with a good speed to avoid any disturbance during the AGM.

5.5 Members can submit queries / questions in advance with regard to the financial statements or any other matter to be placed at 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 suitably depending upon the availability of time at the AGM.

5.6 Members who would like to express their views or ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, may register themselves as a 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 the commencement of AGM. Those Members who have registered themselves as a speaker will only 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.

6. Process for procuring User ID and password and registration of email address for participation in the AGM through VC/OAVM and E-voting, for those Members whose email address is not registered

A member whose email address is not registered with the Company or depository / depository participant and who wish to receive through email, the communications sent by the Company from time to time and obtain 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, can get his/ her / its email address registered by following the procedure mentioned below:

(i) In case the shares of the Company are held by a member in physical form, such member shall submit scanned copy of a signed request letter mentioning his/ her / its email address, name, folio number and complete address alongwith self-attested copies of PAN Card and any document for proof of address (such as Driving License, Bank Statement, Election Card, Passport, AADHAAR Card, etc.) by email to isc@chambal.in or send these documents to the Share Transfer Agent of the Company; and

(ii) In case the shares of the Company are held by a member in dematerialized form, such member shall register his / her / its email address in the demat account maintained with the depository participant. Further, such member can temporarily get the email address registered with the Company for obtaining

User ID and password for participation in the AGM through VC / OAVM and vote through E-voting system in the AGM or through remote E-voting by submitting 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) alongwith self attested scanned copies of Client Master or Consolidated Demat Account Statement, PAN Card and any document for proof of address (such as Driving License, Bank Statement, Election Card, Passport, AADHAAR Card, etc.) through email to isc@chambal.in.

7. Entitlement for E-Voting

7.1 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 03, 2020** only shall be entitled to avail the facility of remote E-voting as well as voting 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 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 03, 2020**.

7.2 A person who becomes a member of the Company after sending of the notice of AGM and holding shares as on the cut-off date i.e. **September 03, 2020**, 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.

8. Contact Details for Queries / Grievances

In case of any queries, the 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 at the download section of www.evoting.nsdl.com or call on toll free no. 1800-222-990. In case of any queries/ grievances connected with remote E-voting and the E-voting in the AGM or if the members need any assistance before or during the AGM, the members may contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email IDs: evoting@nsdl.co.in or pallavid@nsdl.co.in (Telephone No. 022-24994545) 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. 011- 41697900 / 011-46581300, Fax: 011-40638679, E-mail: isc@chambal.in.

9. Declaration of voting results

9.1 The Board of Directors of the Company has appointed Mr. Manish Gupta, Partner, RMG & Associates, Company Secretaries in whole time practice (Membership No. FCS 5123 and Certificate of Practice No. 4095) and in his absence, Mr. Manoj Maheshwari, Partner, V. M. & Associates, Company Secretaries in whole time practice (Membership No. FCS 3355 and Certificate of Practice No. 1971), to scrutinise the remote E-voting process and voting in the AGM in a fair and transparent manner.

9.2 After completion of scrutiny of the votes cast at the AGM and the votes cast through remote E-voting, the Scrutiniser shall make, not later than 48 Hours of conclusion of the AGM, a consolidated scrutiniser's report and submit the same to the Chairperson of AGM or any other person authorised 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.

10. Unclaimed Dividend

The members are hereby informed 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 Central Government. During the financial year 2019-20, the Company has transferred unclaimed / unpaid dividend for the financial year 2011-12 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). The members are advised to send their requests for payment of unpaid / unclaimed dividend pertaining to the financial years 2012-13 and subsequent dividends declared by the Company to the Company's Share Transfer Agent for payment before the same becoming due for transfer to IEPF.

11. Transfer of shares to IEPF

The members may kindly note that pursuant to the provisions of Section 124 of the Act read with 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, 2020, the Company has transferred 4,40,622 equity shares to the demat account of IEPF Authority in respect of which dividend has remained unpaid/ unclaimed for the last seven years. 43,65,395 equity shares of the Company were lying in the demat Account of IEPF Authority as on March 31, 2020.

The members, whose unclaimed dividend and / or shares have been transferred to IEPF/ IEPF Authority, may claim the refund of 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 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 2020-21. 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 & Policies".

12. Updation of PAN and Bank details and discontinuation of transfer of shares in physical form

12.1 As per circular dated April 20, 2018 issued by the Securities and Exchange Board of India, the listed companies are required to obtain copy of PAN card and bank account details (original cancelled cheque leaf / attested bank passbook showing the name of account holder) of all securities holders holding shares in physical form. Accordingly, the Share Transfer Agent of the Company has communicated individually to the shareholders of the Company who are holding shares in physical form to submit the aforesaid documents alongwith the duly filled-in format sent with the said communication, for updation of records. The members holding shares in physical form, who have not yet submitted these documents to the Company / Share Transfer Agent, are requested to submit the same to the Share Transfer Agent of the Company.

12.2 In pursuance of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, except in case of transmission or transposition of shares, the processing of requests for effecting transfer of shares held in physical form is not allowed with effect from April 01, 2019. The Securities and Exchange Board of India vide its press release dated March 27, 2019 had clarified that the transfer deed(s) once lodged prior to deadline of April 01, 2019 and returned due to deficiency in the document may be re-lodged for transfer even after the deadline of April 01, 2019. Therefore, the members holding equity shares of the Company in physical form are advised to dematerialise their shareholding.

13. Share Transfer Agent

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

Zuari Finserv Limited
"Corporate One", First Floor, 5, Commercial Centre,
Jasola, New Delhi - 110 025
Tel: 011 - 41616619, 41697900
Fax: 011 - 40638679
E-mail: rta@adventz.zuarimoney.com

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

Item No. 3

The Board of Directors, on the recommendation of the Audit Committee, had approved the appointment of M/s. K. G. Goyal & Associates, Cost Accountants, as Cost Auditor for conducting audit of the cost records of the Company, as applicable, for the financial year 2020-21 at a fee of Rs. 1,00,000 plus applicable taxes and reimbursement of 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 being sought for ratification of the remuneration payable to the Cost Auditor for the financial year 2020-21.

None of the Directors, key managerial personnel and their relatives is 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.

Item No. 4

The Board of Directors at its meeting held on November 08, 2019, on the recommendations of Nomination and Remuneration Committee and exercising the powers vested in it in terms of the Articles of Association of the Company and Section 196(4) and other relevant provisions of the Companies Act, 2013 ("Act"), appointed Mr. Gaurav Mathur (DIN: 07610237) as a Whole-time Director, designated as Joint Managing Director, for a period of 5 (five) years with effect from January 06, 2020, subject to the approval of the members of the Company. His period of office as Director is liable to determination by retirement by rotation.

Mr. Gaurav Mathur, aged about 51 years, is a Chemical Engineer from Indian Institute of Technology, Kanpur having more than 30 years of experience in the fields of Industrial Explosives, Specialty Chemicals, Coatings & Paints and Pharmaceutical Industries. Mr. Gaurav Mathur started his career in 1989 as a Management Trainee in the explosives business with ICI India Limited (now AkzoNobel India Limited). He worked with ICI India Limited / AkzoNobel India Limited for around 27 years and held various senior executive positions in India and abroad such as Head of Research and Development – Decorative Paints, Global Manufacturing & Supply Chain Director, Global Director - Continuous Improvement & Strategic Initiatives, etc. Prior to joining the Company, Mr. Gaurav Mathur was working as Managing Director of TEVA API India Private Limited since September 2016 and was heading Active Pharmaceutical Ingredient operations for Asia Pacific, Israel and Europe.

The key terms and conditions of appointment including remuneration payable to Mr. Gaurav Mathur are as under:

I. Tenure of appointment: Five years from January 06, 2020.

II. Salary & Allowances:
   (i) Basic salary of Rs. 11,50,000 per month in the range of Rs. 11,50,000 to Rs. 20,00,000 per month;
   (ii) Special allowance of Rs. 2,67,000 per month in the range of Rs. 2,67,000 to Rs. 5,00,000 per month;
   (iii) Annual increments may be determined by the Board of Directors;
   (iv) Lump sum one-time joining payment of Rs. 26,00,000;
   (v) The Company shall provide fully furnished accommodation or house rent allowance equivalent to 60% of the basic salary;
   (vi) Initial performance bonus of Rs. 1,00,00,000 (paid in June 2020); and
   (vii) Performance bonus pertaining to the financial year 2020-21 and subsequent financial years may be determined by the Board of Directors from time

to time; Provided that the maximum performance bonus paid / payable in respect of a financial year shall not exceed the amount equivalent to 18 months' basic salary (calculated based on the last drawn basic salary).

III. Perquisites and other Benefits:

(i) A Company provided and maintained air conditioned car with driver or vehicle allowance of Rs. 2,00,000 per month in lieu thereof;

(ii) Telephone alongwith internet facility at residence and mobile phone, at the Company's expense;

(iii) Group health insurance cover for self and dependent family members and life insurance cover, as per the policy of the Company;

(iv) Leave travel assistance and medical allowance as applicable to the senior management employees as per policy of the Company; and

(v) In addition to the above, all other benefits such as gratuity, employer's contribution to provident fund and superannuation fund / national pension system or superannuation allowance in lieu thereof, club fee (not more than two clubs), long service awards, paid leaves and encashment of unavailed leaves, etc. as applicable to the senior management employees as per the policy of the Company, shall be applicable and allowed to Mr. Gaurav Mathur, Joint Managing Director.

IV. The payment of remuneration to Mr. Gaurav Mathur, Joint Managing Director shall be within the overall limits prescribed under Section 197 of the Act.

V. If Mr. Gaurav Mathur ceases to hold office of Whole Time Director/ Joint Managing Director due to any reason whatsoever, he shall immediately cease to be a Director of the Company.

The Company has entered into an Employment Agreement dated December 16, 2019 ("Employment Agreement") with Mr. Gaurav Mathur containing the terms and conditions of his appointment including remuneration. Either of the parties to the Employment Agreement may terminate the Employment Agreement by giving the other party 90 days' notice in writing.

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.

The Company has received in writing from Mr. Gaurav Mathur (i) consent to act as Director of the Company; and (ii) intimation to the effect that he is not disqualified from being appointed as Director in terms of Section 164(2) of the Act.

Mr. Gaurav Mathur is not a Director of any listed entity other than the Company. Mr. Gaurav Mathur is member of Risk Management Committee of the Board of Directors of the Company.

Mr. Gaurav Mathur does not hold 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. He has attended 2 meetings of the Board of Directors held during the financial year 2019-20.

The details of remuneration paid to Mr. Gaurav Mathur during the financial year 2019-20 are as under:

(Amount in Rs.)

Salary	Perquisites	Others-Retirement Benefits and other perquisites	Total
93,21,569	3,26,000	4,20,191	1,00,67,760

The Employment Agreement, the Articles of Association of the Company and other documents referred above shall be available for inspection electronically by members upto the date of Annual General Meeting. The members seeking inspection of these documents may send an email to the Company at isc@chambal.in.

Save and except Mr. Gaurav Mathur, none of the Directors, key managerial personnel and their relatives is 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 Board of Directors at its meeting held on November 08, 2019, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Pradeep Jyoti Banerjee (DIN: 02985965) as an Additional Director under Section 161 of the Companies Act, 2013 ("Act") and Article 64 of the Articles of Association of the Company, with effect from December 01, 2019, in the category of Independent Director. The Board of Directors has recommended to the shareholders of the Company, the appointment of Mr. Pradeep Jyoti Banerjee as an Independent Director for a period of 5 (five) consecutive years from December 01, 2019 to November 30, 2024. In pursuance of Section 149 read with Schedule IV to the Act, the appointment of an independent director requires approval of the members. The Company has received notice in writing from a member under the provisions of Section 160 of the Act, proposing the candidature of Mr. Pradeep Jyoti Banerjee for the office of Director.

The Company has received in writing from Mr. Pradeep Jyoti Banerjee (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 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").

Mr. Pradeep Jyoti Banerjee, aged about 61 years, is Bachelor of Technology (Chemical) from Indian Institute of Technology, Delhi. He started his career as Management Trainee at Hindustan Unilever Limited ("HUL") in the year 1980 and held series of assignments in several departments at HUL including in the areas of supply chain, research and development, etc. He became the Vice President - Technical (Home and Personal Care) at HUL in 2003 and later on moved to London in the year 2005 as Vice President, Global Supply Chain for Personal Care category where he was responsible for strategic elements of Unilever's global personal care supply chain. He has also served as Vice President for Global Procurement in Singapore where

he was handling procurement operations for the Unilever businesses in Asia and Africa. Mr. Pradeep Jyoti Banerjee retired from the position of Executive Director - Supply Chain of HUL on December 31, 2019.

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

S. No.	Name of the Company
1.	Gabriel India Limited*
2.	Whirlpool of India Limited*

*Listed entity

The details of Mr. Pradeep Jyoti Banerjee's Chairpersonship / Membership of the Committees of the Board of Directors of Indian Companies, are as under:

S. No.	Name of the Company	Name of the Committee	Position held
1.	Chambal Fertilisers and Chemical Limited	Risk Management Committee	Member
2.	Gabriel India Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Member
		Nomination and Remuneration Committee	Chairperson
3.	Whirlpool of India Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Chairperson
		Stakeholders Relationship Committee	Member

Mr. Pradeep Jyoti Banerjee does not hold any 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.

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

Considering the qualification and experience of Mr. Pradeep Jyoti Banerjee, his appointment as Independent Director shall immensely benefit the Company. In the opinion of the Board of Directors, Mr. Pradeep Jyoti Banerjee fulfils the conditions for 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.

The approval of the members is being sought for appointment of Mr. Pradeep Jyoti Banerjee as Independent Director of the Company to hold office for a term of 5 (five) consecutive years effective from December 01, 2019. He has attended 3 meetings of the Board of Directors held during the financial year 2019-20. The Company has paid sitting fee of Rs. 1,50,000 to him during the financial year 2019-20 and commission of Rs. 1,66,667 is payable to him for the said financial year.

If appointed, Mr. Pradeep Jyoti Banerjee shall be entitled to receive sitting fee for attending the meetings of the Board of Directors and Committees thereof and payment by way of commission within the limits approved by the members. The other terms and conditions of 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 appointment of Mr. Pradeep Jyoti Banerjee, the Articles of Association of the Company and other documents referred above shall be available for inspection electronically by members upto the date of Annual General Meeting. The members seeking inspection of these documents may send an email to the Company at isc@chambal.in.

Save and except Mr. Pradeep Jyoti Banerjee, none of the Directors, key managerial personnel and their relatives is 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 Section 149 of the Companies Act, 2013 ("Act") read with Schedule IV to the Act, the appointment of an independent director requires approval of the members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors made a recommendation to the shareholders of the Company for appointment of Mrs. Rita Menon (DIN: 00064714) as an Independent Director of the Company for a period of 5 (five) years. The Company has received notice in writing from a member under the provisions of Section 160 of the Act, proposing the candidature of Mrs. Rita Menon for the office of Director.

Mrs. Rita Menon, aged about 68 years, is M.A (Economics) from Delhi School of Economics. She joined the Indian Administrative Service in the year 1975 and held a number of senior positions in the Government of India and the Government of Uttar Pradesh. She retired in the year 2015 from the position of Chairperson and Managing Director of India Trade Promotion Organisation. In her career in public service, she had worked in various departments / ministries of Government of India such as Secretary in Ministry of Textiles, Additional Secretary and Special Secretary in Ministry of Finance, Joint Secretary in Ministry of Defence, etc. She was also Director of various public sector undertakings. Mrs. Rita Menon has vast experience in the areas of industrial development, finance, defence planning and procurement, public policy & administration, etc.

Mrs. Rita Menon volunteers for few not for profit organizations like All India Women's Education Fund Association, Association of Independent Directors of India and Music Concepts India. She has also served as the President of the Governing body of Lady Irwin College, University of Delhi.

The Company has received in writing from Mrs. Rita Menon (i) consent to act as Director of the Company; (ii) intimation to the effect that she is not disqualified from being appointed as Director in terms of Section 164(2) of the Act; and (iii) declaration that she 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 details of other Indian companies in which Mrs. Rita Menon is a Director, are as under:

S. No.	Name of the Company
1.	Mangalore Chemicals & Fertilizers Limited *
2.	Micromax Informatics Limited
3.	Metropolitan Clearing Corporation of India Limited

*Listed entity

The details of Mrs. Rita Menon's Chairpersonship / Membership of the Committees of the Board of Directors of Indian Companies, are as under:

S. No.	Name of the Company	Name of the Committee	Position held
1.	Mangalore Chemicals & Fertilizers Limited	Audit Committee	Member
		Stakeholders' Relationship Committee	Member
		Corporate Social Responsibility Committee	Chairperson
		Banking and Finance Committee	Chairperson
2.	Micromax Informatics Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairperson
		Risk Management Committee	Member
3.	Metropolitan Clearing Corporation of India Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Member and Core Settlement Guarantee Fund Committee	Chairperson
		Risk Management Committee	Chairperson
		Corporate Social Responsibility Committee	Chairperson
		Regulatory Oversight Committee	Chairperson
		Executive Committee	Chairperson
		Public Interest Directors Committee	Member

Mrs. Rita Menon does not hold any shares in the Company and she is not a relative (as defined under the Act and Rules thereunder) of any Director or key managerial personnel of the Company.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, the name of Mrs. Rita Menon has been included in the data bank maintained by the Indian Institute of Corporate Affairs.

Considering the qualification and experience of Mrs. Rita Menon, her appointment as Independent Director shall immensely benefit the Company. In the opinion of the Board of Directors, Mrs. Rita Menon fulfils the conditions for appointment as Independent Director as specified in the Act, the Rules made thereunder and the Listing Regulations and she is independent of the management of the Company.

The approval of the members is being sought for appointment of Mrs. Rita Menon as Independent Director of the Company to hold office for a term of 5 (five) consecutive years effective from September 10, 2020.

If appointed, Mrs. Rita Menon shall be entitled to receive sitting fee for attending the meetings of the Board of Directors and Committees thereof and payment by way of commission within the limits approved by the members. The other terms and conditions of appointment of Mrs. Rita Menon shall be as per the draft letter of appointment. The draft letter of appointment setting out terms and conditions of appointment of Mrs. Rita Menon and other documents referred above shall be available for inspection electronically by members upto the date of Annual General Meeting. The members seeking inspection of these documents may send an email to the Company at isc@chambal.in.

None of the Directors, key managerial personnel and their relatives is 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.

Item No. 7

The shareholders of the Company at the Annual General Meeting held on September 15, 2015 had approved payment of commission upto one percent of the net profits of the Company subject to the maximum of Rs. 5,00,000 (Rupees Five Lakhs only) per annum, to each of the Non-Executive Directors of the Company for a period of 5 (five) years starting from the financial year 2015-16, which was valid till March 31, 2020.

In order to appropriately remunerate the Non-Executive Directors commensurate with the 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 for a period of 5 (five) financial years commencing from the financial year 2020-21.

The aggregate commission payable to all the Non-Executive Directors in a financial year, shall not exceed 1% (one percent) of the net profits 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. 10,00,000 (Rupees Ten Lakhs 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, the 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) are interested in the resolution. None of the other Directors, key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set out at Item No. 7 of the Notice for approval of members.

Item No. 8

The members of the Company at the Thirty-third Annual General Meeting held on September 18, 2018 had approved the re-appointment of Mr. Saroj Kumar Poddar as Director of the Company, liable to retire by rotation.

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 01, 2019, no listed entity shall appoint or continue the directorship of a non-executive director who has attained the age of seventy five years, unless a special resolution is passed to that effect. Mr. Saroj Kumar Poddar shall attain the age of 75 (seventy-five) years on September 15, 2020. Accordingly, approval of the members by way of special resolution is required for continuation of directorship of Mr. Saroj Kumar Poddar after he attains the age of 75 years.

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

Having served as President of Federation of Indian Chambers of Commerce and Industry (FICCI) and International Chamber of Commerce in India, Mr. Saroj Kumar 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. He has also served for a decade as a 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 also on the Advisory Board of one of the most reputed investment brokers, M/s N M Rothschild & Sons (India) Pvt. Limited.

The 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.	Forte Furniture Products India Private Limited
4.	Hepo India Private Limited
5.	Hettich India Private Limited
6.	Lionel India Limited
7.	Paradeep Phosphates Limited
8.	Texmaco Infrastructure & Holdings Limited*
9.	Texmaco Rail & Engineering Limited*
10.	Zuari Agro Chemicals Limited*
11.	Zuari Global Limited*

*Listed entity

The details of Mr. Saroj Kumar Poddar's Chairpersonship / Membership of the Committees of the Board of Directors of 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 Committee	Chairman
2.	Paradeep Phosphates Limited	Nomination & Remuneration Committee	Member
3.	Texmaco Infrastructure & Holdings Ltd.	Sub Committee of Directors	Member
4.	Texmaco Rail & Engineering Ltd.	Committee of Directors	Chairman
5.	Zuari Agro Chemicals Limited	Committee of Directors for Banking & Finance	Chairman
6.	Zuari Global Limited	Committee of Directors for Banking & Finance	Chairman

Mr. Saroj Kumar Poddar holds 7,06,128 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 was first appointed on the Board of Directors of the Company with effect from February 13, 1995. He is Chairman of the Company since September 16, 2008. He is entitled to receive sitting fee for attending

the meetings of the Board of Directors and Committees thereof and payment by way of commission within the limits approved by the members. He has attended 6 meetings of the Board of Directors of the Company held during the financial year 2019-20. The Company has paid sitting fee of Rs. 3,00,000 to him during the financial year 2019-20 and commission of Rs.5,00,000 is payable to him for the said financial year.

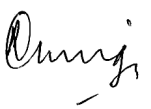
Under the guidance and mentorship of Mr. Saroj Kumar Poddar, the Company had achieved substantial growth during last 10 years. The Company had successfully commissioned its new Urea plant during the financial year 2018-19. In addition to this, the Company had substantially increased the volume of marketed products. As a result of these initiatives, the revenue and profitability of the Company had increased substantially. 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 as a Director would immensely benefit the Company.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 23, 2020 has recommended to the members of the Company to approve the continuation of Mr. Saroj Kumar Poddar as Director of the Company after he attains the age of 75 years.

Save and except Mr. Saroj Kumar Poddar, none of the Directors, key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set out at Item No. 8 of the Notice for approval of members.

By order of the Board of Directors



New Delhi
August 12, 2020

Rajveer Singh
Vice President - Legal & Secretary