CHAMBAL FERTILISERS AND CHEMICALS LIMITED

August 18, 2017

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

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

Dear Sir,

Please find enclosed Notice of the Thirty Second Annual General Meeting of the Company scheduled to be held at 1030 hours on Friday, September 15, 2017 in the Multi-purpose Hall at the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN-325208.

You are requested to take the same on records.

Thanking you,

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

Rajveer Singh
Assistant Vice President – Legal & Secretary

Encl: a/a

Chambal Fertilisers and Chemicals Limited

Registered office: Gadepan, District Kota, Rajasthan, India, PIN – 325 208
Tel. No. 0744-2782915; Fax No.07455-274130
Corporate Office: "Corporate One", 1st Floor, 5, Commercial Centre, Jasola, New Delhi- 110 025
Tel. Nos.: +91-11-46581300, 41697900; Fax No.: +91-11-40638679
Email: isc@chambal.in Website: www.chambalfertilisers.com (CIN: L24124RJ1985PLC003293)

NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting of the members of Chambal Fertilisers and Chemicals Limited will be held at 1030 hours on Friday, September 15, 2017 in the Multi-purpose Hall at the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN-325 208 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, 2017 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, 2017 and report of the Auditors thereon.
2. To declare a dividend on equity shares for the financial year ended March 31, 2017.
3. To appoint Mr. Chandra Shekhar Nopany (DIN: 00014587), who retires by rotation and, being eligible, offers himself for re-appointment, as a Director.
4. To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016), be and is hereby appointed as Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the thirty seventh Annual General Meeting of the Company (subject to ratification of such appointment at every Annual General Meeting, if so required under the Act), at such remuneration as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

5. 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 statutory modification or re-enactment thereof for the time being in force), the remuneration amounting to Rs. 1,00,000 plus applicable taxes and reimbursement of out of pocket expenses, to be paid to M/s. K. G. Goyal & Associates, Cost Accountants (Registration No. 000024) appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company, as applicable, for the Financial Year ending March 31, 2018, be and is hereby ratified."
6. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("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 statutory modification or re-enactment thereof for the time being in force), Mr. Nimesh Nagindas Kampani (DIN:00009071), 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 3 (three) consecutive years from September 15, 2017 to September 14, 2020."
7. To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("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 statutory modification or re-enactment thereof for the time being in force), Mr. Marco Philippus Ardeshir Wadia (DIN: 00244357), who was appointed as an Independent Director of the Company for a term upto the conclusion of this Annual General Meeting and from whom the Company has received a notice in writing under Section 160 of the Act signifying his candidature as a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for a further term of 5 (five) consecutive years, that is, upto September 14, 2022."
8. To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("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 statutory modification or

re-enactment thereof for the time being in force), Ms. Radha Singh (DIN: 02227854), who was appointed as an Independent Director of the Company for a term upto the conclusion of this Annual General Meeting and from whom the Company has received a notice in writing under Section 160 of the Act signifying her candidature as a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for a further term of 5 (five) consecutive years, that is, upto September 14, 2022."

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

"RESOLVED THAT pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other applicable laws, rules, regulations and guidelines, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for secured or unsecured redeemable non-convertible debentures, in one or more series/ tranches, aggregating up to Rs. 500 crore (Rupees Five Hundred Crore Only), on private placement basis, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and in the best interest of the Company including as to when the said debentures be issued, the face value of the debentures to be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

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

By order of the Board of Directors

Sd/-
Rajveer Singh
Assistant Vice President – Legal & Secretary

New Delhi
August 09, 2017

NOTES:

1. **Proxy**

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

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

2. **Explanatory Statement**

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

3. **Appointment of Auditors**

In pursuance of the provisions of Section 139 of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, it is mandatory for the Company to rotate the existing Auditors and Branch Auditors for shipping business of the Company, as they have completed the maximum term permitted thereunder. The Board of Directors of the Company, based on the recommendations of the Audit Committee, had recommended the appointment of M/s Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016), as the Auditors of the Company to hold office from the conclusion of 32nd Annual General Meeting of the Company till the conclusion of 37th Annual General Meeting of the Company.

Price Waterhouse Chartered Accountants LLP has accorded its consent to the aforesaid appointment and confirmed that the appointment, if made, shall be within the limits laid down by or under the authority of the Act. Price Waterhouse Chartered Accountants LLP has further confirmed that it is eligible for appointment as Auditors of the Company and not disqualified for the proposed appointment under the Act and the rules made thereunder. The Board commends the resolution set out at Item No. 4 of the Notice for approval of the members.

4. **Directors proposed to be appointed / re-appointed**

In pursuance of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the brief resume and other details of the Directors proposed to be appointed / re-appointed are provided in the "Annexure" to this Notice.

5. **E-voting Facility**

5.1 The Company is providing to its members a facility to exercise their right to vote on resolutions proposed to be considered at the Thirty Second Annual General Meeting ("AGM") by electronic means and the business set out in this Notice may be transacted through such voting. The Company has engaged National Securities Depository Limited ("NSDL") to provide the facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("Remote E-voting").

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

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

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

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

b) In case a member receives AGM Notice in physical form (for members whose email addresses are not registered with the Company/Depository Participants), the user ID and initial password for Remote E-voting is provided at the bottom of attendance slip attached with the Notice.

c) The below mentioned steps should be followed for casting the vote through Remote E-voting (in both the cases mentioned at Sr. No. 5.4 (a) & (b) above):

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

ii) Click on Shareholder – Login.

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

iv) If you are logging in for the first time, please enter the user ID and password provided through e-mail (as per Sr. No. 5.4(a) above) or in physical form (as per Sr. No. 5.4(b) above), as the case may be.

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

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

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

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

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

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

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

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

d) The Remote E-voting period shall commence on **Monday, September 11, 2017 (0900 Hours)** and ends on **Thursday, September 14, 2017 (1700 Hours).** 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 September 14, 2017 (1700 Hours).

e) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories (in case of shares held in dematerialised form) as on the cut-off date i.e. **September 8, 2017** only shall be entitled to avail the facility of Remote E-voting as well as voting in AGM. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

f) The voting rights of the shareholders shall be reckoned in proportion to their shares in the total paid up equity share capital of the Company as on cut-off date i.e. **September 8, 2017.**

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

h) A person who becomes a member of the Company after dispatch of notice of AGM and holding shares as on the cut-off date i.e. **September 8, 2017**, may obtain the User ID and password by sending a request at evoting@nsdl.co.in or isc@chambal.in or call on toll free no. 1800-222-990.

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

In case shareholders are holding shares in demat form with NSDL, the User ID is 8 character DP ID followed by 8 digit Client ID. In case the shareholders are holding shares in demat form with Central Depository Services (India) Limited, the User ID is 16 digit beneficiary ID.

In case shareholders are holding shares in physical form, the User ID is a combination of Even No. followed by Folio No.

i) 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), failing which Mr. Manoj Maheshwari, Partner, V.M. & Associates, Company Secretaries in whole time practice (Membership No. FCS 3355), to scrutinize the voting at AGM and Remote E-voting process in a fair and transparent manner.

j) The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through Remote E-voting in the presence of atleast two witnesses not in the employment of the Company. The Scrutinizer shall make, not later than 48 hours of conclusion of the AGM, a

consolidated scrutinizer's report and submit the same to the Chairman of AGM or any other director authorized by him in writing who shall countersign the same and declare the result of the voting forthwith, which shall be displayed on the Notice Board of the Company at its Registered Office and its Corporate Office at New Delhi (as per details mentioned above). The results declared alongwith scrutinizer's report shall be placed on the Company's website www.chambalfertilisers.com and on the website of NSDL immediately after the result is declared.

6. **Book Closure**

The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, August 29, 2017 to Thursday, August 31, 2017 (both days inclusive) for the purpose of payment of dividend on equity shares, if declared at the AGM.

7. **Certificate from Auditors**

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

8. **Payment of Dividend**

The dividend on equity shares for the financial year ended March 31, 2017, if declared by the members, will be paid:

(i) in respect of shares held in physical form, to those members whose names appear on the Register of Members of the Company on Thursday, August 31, 2017, after giving effect to all valid share transfer documents lodged with the Company on or before Monday, August 28, 2017.

(ii) in respect of shares held in electronic form, to those beneficial owners whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the end of business on Monday, August 28, 2017.

The members are hereby informed that the Company would transfer the dividends, which remain unclaimed for a period of seven years, to the Investor Education and Protection Fund ("IEPF") constituted by the Central Government. The Company has uploaded the details of unpaid and unclaimed amount lying with the Company as on the date of last AGM i.e. September 22, 2016, on the website of the Company (www.chambalfertilisers.com) as well as on the website of the Ministry of Corporate Affairs.

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

Dividend Year	Date of declaration of dividend	Due date for transfer to IEPF
2009-10	27.08.2010	30.09.2017
2010-11	16.09.2011	18.10.2018
2011-12	14.09.2012	15.10.2019
2012-13	13.09.2013	14.10.2020
2013-14	18.09.2014	19.10.2021
2014-15	15.09.2015	18.10.2022
2015-16	22.09.2016	25.10.2023

The members are advised to send their requests for payment of unpaid dividend pertaining to the Financial Years 2009-10 through 2015-16 to our Share Transfer Agent at New Delhi for payment before the same becoming due for transfer to IEPF.

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

9. **Transfer of shares to IEPF**

The Members may kindly note that pursuant to the provisions of Section 124 of the Companies Act, 2013 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 in favour of IEPF.

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

10. **Dispatch of documents through electronic mode / Registration of E-mail addresses**

In pursuance of the provisions of the Companies Act, 2013 and the Rules made thereunder, the Company proposes to send documents like notice of general meeting, annual report, etc. to the shareholders through electronic mode. The members who have not registered their e-mail address so far, are requested to register their email address (or change therein, if any) with their Depository Participant (where the shares are held in dematerialized form) or our Share Transfer Agent (where the shares are held in physical form) by submitting the E-communication Registration Form attached herewith.

11. **Share Transfer Agent**

M/s. Zuari Investments Limited is Share Transfer Agent of the Company. All investor related communication may be addressed to:

M/s. Zuari Investments Limited,
Share Transfer Agents
Corporate One, First Floor, 5, Commercial Centre
Jasola, New Delhi – 110 025
Tel: 011 – 46581300, 41697900
Fax: 011 – 40638679
E-mail: isc@chambal.in

12. Members can send their queries, if any, to reach the Company's Corporate Office at New Delhi at least 10 days before the date of AGM so that information can be made available at AGM. The members are requested to bring their copy of the Annual Report and attendance slip at the meeting.

13. The route map (including prominent land mark) for easy location of the venue of AGM is attached with the Notice. The

Notice of AGM (including the route map) and Annual Report 2016-17 will be available on the website of the Company at www.chambalfertilisers.com. The physical copies of these documents will also be available at the Registered Office and Corporate Office of the Company for inspection from 0930 hours to 1730 hours on all working days (except Saturdays).

14. The documents referred in the Notice shall be available at the Registered Office of the Company and the copies thereof shall be available at the Corporate Office of the Company, for inspection by the shareholders, without any fee, from 0930 hours to 1730 hours on all working days (except Saturdays) up to the date of AGM. The documents referred in the Notice shall also be available for inspection, without any fee, at the AGM.

15. **No Gifts in AGM**

    The members may kindly note that no gifts or gift coupons or cash in lieu of gifts will be distributed at or in connection with the AGM.

16. **Pick-up Coach Facility**

    For the convenience of members intending to attend the Company's AGM scheduled to be held at 1030 hours on September 15, 2017, the Company will provide transport from Kota to Gadepan and back. The pick-up coach will leave from "Sahyog Bhavan" No. 1, Aerodrome Circle, Kota, Rajasthan at 0900 hours on the date of AGM to reach Gadepan (venue of the AGM) in time for the meeting and will leave for Kota after the meeting.

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

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

Item No. 5

The Board of Directors, on the recommendation of Audit Committee, had approved the appointment of M/s. K. G. Goyal & Associates, Cost Accountants, as Cost Auditors for conducting audit of the cost records of the Company, as applicable, for the financial year 2017-18 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 sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2017-18.

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

The Board of Directors commends the resolution set out at Item No. 5 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 Mr. Nimesh Nagindas Kampani (DIN: 00009071) as an Independent Director of the Company for a period of 3 (three) years. The Company has received notice in writing from a member along with deposit of requisite amount under the provisions of Section 160 of the Act, proposing the candidature of Mr. Nimesh Nagindas Kampani for the office of Director.

The Company has also received in writing from Mr. Nimesh N. Kampani (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").

In pursuance of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the brief resume and other details of Mr. Nimesh N. Kampani are provided in the "Annexure" to this Notice.

Mr. Nimesh N. Kampani has vast knowledge and experience in the fields of finance, capital markets, investment advisory, corporate re-structuring, etc. and his appointment as Independent Director shall immensely benefit the Company. In the opinion of the Board of Directors, Mr. Nimesh N. Kampani 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.

The approval of the members is being sought for appointment of Mr. Nimesh N. Kampani as Independent Director of the Company to hold office for a term of 3 (three) consecutive years effective from approval by the members in the Annual General Meeting. A copy of the draft letter of appointment of Mr. Nimesh N. Kampani as Independent Director setting out terms and conditions of his appointment is available for inspection by members without any fee at the Annual General Meeting and at the Company's Registered Office and Corporate Office from 0930 hours to 1730 hours on all working days (except Saturdays).

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

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

Item No. 7 & 8

In pursuance of the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and erstwhile clause 49 of the listing agreement with the stock exchanges, Mr. Marco Philippus Ardeshir Wadia (DIN: 00244357) and Ms. Radha Singh (DIN: 02227854) were appointed as Independent Directors of the Company to hold office upto the conclusion of the ensuing Annual General Meeting.

As per the provisions of Section 149 of the Act, Mr. Marco Philippus Ardeshir Wadia and Ms. Radha Singh are eligible for re-appointment as Independent Directors of the Company for one more term upto 5 years on passing a special resolution by the Company and disclosure of such appointment in the Board's report.

As per the reports of performance evaluation, Mr. Marco P.A. Wadia and Ms. Radha Singh had effectively and efficiently discharged their duties, roles and responsibilities as Independent Directors of the Company. Based on the reports of performance evaluation, Nomination and Remuneration Committee had recommended to the Board of Directors, the re-appointment of Mr. Marco P.A. Wadia and Ms. Radha Singh as Independent Directors of the Company for a period of 5 (five) consecutive years from the conclusion of this Annual General Meeting. Considering the reports of performance

evaluation, recommendations of the Nomination and Remuneration Committee and the specialization, expertise and experience of Mr. Marco P.A. Wadia and Ms. Radha Singh, the Board of Directors was of the opinion that their continued association as Independent Directors will immensely benefit the Company.

The Company has received notices in writing from each of Mr. Marco P.A. Wadia and Ms. Radha Singh along with deposit of requisite amount under the provisions of Section 160 of the Act, signifying their respective candidature as Director of the Company.

The Company has also received in writing from Mr. Marco P.A. Wadia and Ms. Radha Singh (i) consents to act as Directors of the Company; (ii) intimations to the effect that they are not disqualified from being appointed as Directors in terms of Section 164(2) of the Act; and (iii) declarations that they meet 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").

In pursuance of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the brief resume and other details of Mr. Marco P.A. Wadia and Ms. Radha Singh are provided in the "Annexure" to this Notice.

In the opinion of the Board of Directors, Mr. Marco P.A. Wadia and Ms. Radha Singh fulfil the conditions for appointment as Independent Directors as specified in the Act, the Rules made thereunder and the Listing Regulations and are independent of the Management.

Copy of the draft letters of appointment of Mr. Marco P.A. Wadia and Ms. Radha Singh as Independent Directors setting out terms and conditions of their appointment are available for inspection by members without any fee at the Annual General Meeting and at the Company's Registered Office and Corporate Office from 0930 hours to 1730 hours on all working days (except Saturdays).

Mr. Marco Philippus Ardeshir Wadia and Ms. Radha Singh alongwith their relatives (to the extent of their shareholding interest, if any, in the Company) are interested in the respective resolutions for their re-appointment set out at item nos. 7 & 8 of the Notice.

Save and except as mentioned above, none of the other Directors, key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolutions.

The Board of Directors commends the resolutions set out at Item Nos. 7 & 8 for approval of members.

Item No. 9

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

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

In order to enable the Board of Directors to offer or invite subscription for NCDs, as may be required by the Company from time to time during the period of one year from the conclusion of the 32nd Annual General Meeting, the consent of the shareholders is sought for passing the special resolution set out at Item No. 9 of the Notice.

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

The Board of Directors commends the resolution set out at Item No. 9 of the Notice for approval of members.

By order of the Board of Directors

Sd/-
Rajveer Singh
Assistant Vice President – Legal & Secretary

New Delhi
August 09, 2017

ANNEXURE

DETAILS OF DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED AT THE ANNUAL GENERAL MEETING

Re-appointment of Mr. Chandra Shekhar Nopany (Item No. 3)

Mr. C.S. Nopany (DIN: 00014587), aged about 51 years, is an industrialist having vast industrial experience and expertise in diverse fields like sugar, shipping, textiles and fertilisers. 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 the Indian Chamber of Commerce, Kolkata and Indian Sugar Mills Association. Having contributed significantly to organic and in-organic growth of the K.K. Birla Group, he continues to lead as a new generation entrepreneur with concerted focus on efficiency and growth. He is also the Chairman of Vikas Vidyalaya, Ranchi (Jharkhand), a prestigious co-educational Higher Secondary residential school affiliated to CBSE, New Delhi.

The details of other Indian companies in which Mr. Chandra Shekhar Nopany is a Director as on June 30, 2017, are as under:

S. No.	Name of the Company	S. No.	Name of the Company
1.	Avadh Sugar & Energy Limited	6.	Ronson Traders Limited
2.	Ganges Securities Limited	7.	SIL Investments Limited
3.	Magadh Sugar & Energy Limited	8.	Sutlej Textiles and Industries Limited
4.	New India Retailing & Investment Limited	9.	Yashovardhan Investment & Trading Company Limited
5.	Palash Securities Limited		

The details of Mr. C.S. Nopany's Chairmanship / Membership of the Committees of Indian Public Companies as on June 30, 2017, are as under:

S. No.	Name of the Company	Name of the Committee	Chairman / Member
1.	Chambal Fertilisers and Chemicals Limited	Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
2.	Magadh Sugar & Energy Limited	Corporate Social Responsibility Committee	Chairman
3.	Ronson Traders Limited	Stakeholders Relationship Committee	Chairman
4.	SIL Investments Limited	Stakeholders Relationship Committee	Chairman
		Corporate Social Responsibility Committee	Chairman

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

Mr. C.S. Nopany is holding 323,775 equity shares in the Company. Mr. C.S. Nopany is not a relative under the Companies Act, 2013 and Rules thereunder, of any Director or Key Managerial Personnel of the Company. He was first appointed as alternate Director on the Board 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 5 Board meetings held during the Financial Year 2016-17. The Company has paid sitting fee of Rs. 3,25,000 and commission of Rs. 5,00,000 to Mr. C.S. Nopany during the Financial Year 2016-17.

Appointment of Mr. Nimesh Nagindas Kampani (Item No. 6)

Mr. Nimesh N. Kampani (DIN:00009071), aged about 70 years, is a commerce graduate from Sydenham College, Mumbai and a fellow member of the Institute of Chartered Accountants of India. He is the founder and Chairman of the JM Financial Group of companies, one of India's leading players in the financial services space. In a career spanning over four decades, Mr. Nimesh N. Kampani has made pioneering contributions to the development of the Indian capital markets and has advised several corporates on their strategic and financial needs, especially, capital raising, mergers & acquisitions, etc., regulators and law makers. His functional areas of expertise include finance, capital markets, investment advisory, corporate re-structuring, etc. He has served as a member of several important committees constituted by the Ministry of Finance, Government of India, Reserve Bank of India, Securities and Exchange Board of India, BSE Limited, Confederation of Indian Industry (CII), Federation of Indian Chambers of Commerce and Industry, Institute of Chartered Accountants of India and National Stock Exchange of India Limited. He is Chairman of the CII National Council on Financial Sector Development.

The details of other Indian companies in which Mr. Nimesh N. Kampani is a Director are as under:

S. No.	Name of the Company	S. No.	Name of the Company
1.	Apollo Tyres Limited	6.	JM Financial Services Limited
2.	Britannia Industries Limited	7.	Kampani Consultants Limited
3.	Deepak Nitrite Limited	8.	Capital Market Publishers India Private Limited
4.	JM Financial Institutional Securities Limited	9.	J.M. Financial & Investment Consultancy Services Private Limited
5.	JM Financial Limited	10.	JM Financial Trustee Company Private Limited

The details of Mr. Nimesh N. Kampani's Chairmanship / Membership of the Committees of Indian Public Companies are as under:

S. No.	Name of the Company	Name of the Committee	Chairman / Member
1.	Apollo Tyres Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
2.	Britannia Industries Limited	Nomination and Remuneration Committee	Member
		Stakeholders Relationship Committee	Member
		Audit Committee & Risk Management Committee	Chairman
3.	JM Financial Institutional Securities Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		CSR Committee	Chairman
4.	JM Financial Limited	Nomination and Remuneration Committee	Member
		Stakeholders Relationship Committee	Member
		CSR Committee	Chairman
5.	JM Financial Services Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		CSR Committee	Chairman
6.	Kampani Consultants Limited	Audit Committee	Chairman
		Nomination Committee	Chairman

Mr. Nimesh N. Kampani will not be liable to retire by rotation. If appointed, he shall be entitled to receive sitting fee for attending the meetings of the Board and Committees thereof and commission within the limits approved by the members. The other terms and conditions of appointment of Mr. Nimesh N. Kampani shall be as per his letter of appointment.

Mr. Nimesh N. Kampani does not hold any shares in the Company and he is not a relative under the Companies Act, 2013 and Rules thereunder, of any Director or Key Managerial Personnel of the Company.

Re-appointment of Mr. Marco Philippus Ardeshir Wadia (Item No. 7)

Mr. Marco P.A. Wadia (DIN: 00244357), aged about 61 years, is B.A. (Hons.), L.L.B. and practicing Advocate since 1986. His functional area of expertise is corporate legal matters. He has been a partner in the firm of M/s. Crawford Bayley & Co. Solicitors & Advocates, Mumbai since 2001.

The details of other Indian companies in which Mr. Marco P.A. Wadia is a Director as on June 30, 2017, are as under:

S. No.	Name of the Company	S. No.	Name of the Company
1.	Gobind Sugar Mills Limited	7.	Zuari Agro Chemicals Limited
2.	Indian Register of Shipping	8.	Zuari Global Limited
3.	Jost's Engineering Company Limited	9.	Amphenol Interconnect India Private Limited
4.	Paradeep Phosphates Limited	10.	Amphenol Omniconnect India Private Limited
5.	Simon India Limited	11.	Amphetronix Offset Interconnect Solutions Private Limited
6.	Stovec Industries Limited	12.	Johnson & Johnson Private Limited

The details of Mr. Marco P.A. Wadia's Chairmanship / Membership of the Committees of Indian Public Companies as on June 30, 2017, are as under:

S. No.	Name of the Company	Name of the Committee	Chairman / Member
1.	Chambal Fertilisers and Chemicals Limited	Audit Committee	Chairman
		Stakeholders Relationship Committee	Member
		Nomination and Remuneration Committee	Member
2.	Gobind Sugar Mills Limited	Nomination and Remuneration Committee	Member
3.	Jost's Engineering Company Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
4.	Paradeep Phosphates Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Chairman
		CSR Committee	Member
5.	Stovec Industries Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Chairman
6.	Simon India Limited	Audit Committee	Chairman
		CSR Committee	Chairman
		Nomination and Remuneration Committee	Member
7.	Zuari Global Limited	Audit Committee	Chairman
		Stakeholders Relationship Committee	Member
		CSR Committee	Member
		Nomination and Remuneration Committee	Member
8.	Zuari Agro Chemicals Limited	Audit Committee	Chairman
		Stakeholders Relationship Committee	Member
		Nomination and Remuneration Committee	Chairman

Mr. Marco P.A. Wadia will not be liable to retire by rotation. If re-appointed, he shall be entitled to receive sitting fee for attending the meetings of the Board and Committees and commission within the limits approved by the members. The other terms and conditions of appointment of Mr. Marco P.A. Wadia shall be as per his letter of appointment.

Mr. Marco P.A. Wadia is holding 6,000 equity shares in the Company. Mr. Marco P.A. Wadia is not a relative under the Companies Act, 2013 and Rules thereunder, of any Director or Key Managerial Personnel of the Company. He was first appointed as alternate Director on the Board 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 April 11, 2000. He had attended all 5 Board meetings held during the Financial Year 2016-17. The Company has paid sitting fee of Rs. 4,65,000 and commission of Rs. 5,00,000 to Mr. Marco P.A. Wadia during the Financial Year 2016-17.

Re-appointment of Ms. Radha Singh (Item No. 8)

Ms. Radha Singh (DIN: 02227854), aged about 70 years, has a Post Graduate degree in Public Policy/ Administration from Harvard University, USA and a Master's degree in Social & Political Sciences from University of Delhi. She had retired from Indian Administrative Service. Prior to retirement, she was holding the position of Secretary, Agriculture and Cooperation, Government of India. She has 40 years' experience in public service in several areas including rural and agricultural development, water resources, public finance and institution building. The functional areas of expertise of Ms. Radha Singh include agriculture, public finance, public policy & administration, etc. In her capacity as Secretary, Agriculture and Cooperation, she headed several national and international organizations as Board Member/ Chairperson. In her long career in public service, she has held many high level policy and managerial positions in the Government of India. She had worked with the World Bank in Washington, DC, U.S.A. as an Institutional Specialist and several other capacities for six years (1993-1998).

The details of other Indian companies in which Ms. Radha Singh is a Director as on June 30, 2017, are as under:

S. No.	Name of the Company	S. No.	Name of the Company
1.	Cheminova India Limited	2.	LT Foods Limited

The details of Ms. Radha Singh's Chairpersonship / Membership of the Committees of Indian Public Companies as on June 30, 2017, are as under:

S. No.	Name of the Company	Name of the Committee	Chairperson / Member
1.	Chambal Fertilisers and Chemicals Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Chairperson
		Nomination and Remuneration Committee	Chairperson
		Corporate Social Responsibility Committee	Member
2.	Cheminova India Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Member
3.	LT Foods Limited	Stakeholders Relationship Committee	Member
		Nomination and Remuneration Committee	Member
		Audit Committee	Member
		Corporate Social Responsibility Committee	Member

Ms. Radha Singh will not be liable to retire by rotation. If re-appointed, she shall be entitled to receive sitting fee for attending the meetings of the Board and Committees thereof and commission within the limits approved by the members. The other terms and conditions of appointment of Ms. Radha Singh shall be as per her letter of appointment.

Ms. Radha Singh does not hold any equity shares in the Company. Ms. Radha Singh is not a relative under the Companies Act, 2013 and Rules thereunder, of any Director or Key Managerial Personnel of the Company. She was first appointed on the Board of Directors of the Company with effect from October 21, 2009. She had attended all 5 Board meetings held during the Financial Year 2016-17. The Company has paid sitting fee of Rs. 5,10,000 and commission of Rs. 5,00,000 to Ms. Radha Singh during the Financial Year 2016-17.

Note:

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

Chambal Fertilisers and Chemicals Limited

Registered office: Gadepan, District Kota, Rajasthan, India, PIN – 325 208
Tel. No. 0744-2782915; Fax No.07455-274130
Corporate Office: "Corporate One", 1st Floor, 5, Commercial Centre, Jasola, New Delhi- 110 025
Tel. Nos.: +91-11-46581300, 41697900; Fax No.: +91-11-40638679
Email: isc@chambal.in Website: www.chambalfertilisers.com (CIN: L24124RJ1985PLC003293)

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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

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

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

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Thirty Second Annual General Meeting of the Company, to be held on the 15th day of September, 2017 at 10.30 a.m. in the Multi-purpose Hall at the Registered Office of the Company at Gadepan, Distt. Kota, Rajasthan, PIN - 325208 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions	For*	Against*
1.	Receive, consider and adopt: a) the audited financial statements of the Company for the financial year ended March 31, 2017 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, 2017 and report of the Auditors thereon.		
2.	Declaration of dividend on equity shares for the financial year ended March 31, 2017		
3.	Appointment of Mr. Chandra Shekhar Nopany as Director, who retires by rotation and, being eligible, offers himself for re-appointment.		
4.	Appointment of M/s. Price Waterhouse Chartered Accountants LLP, as Auditors of the Company at such remuneration as may be fixed by the Board of Directors.		
5.	Ratification of remuneration payable to M/s. K.G. Goyal & Associates, Cost Auditors		
6.	Appointment of Mr. Nimesh N. Kampani as an Independent Director of the Company		
7.	Re-appointment of Mr. Marco Philippus Ardeshir Wadia as an Independent Director of the Company		
8.	Re-appointment of Ms. Radha Singh as an Independent Director of the Company		
9.	Approval to make offer or invitation for subscription of non- convertible debentures, on private placement basis		

Signed this ……day of ……..…….2017

Signature(s) of Shareholder(s)

Affix Revenue Stamp

Signature of 1st Proxy Holder | Signature of 2nd Proxy Holder | Signature of 3rd Proxy Holder

Notes:

1. * It is optional to indicate your preference. If you leave 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.
2. **This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
3. The Proxy Form should be signed as per specimen signature registered with the Share Transfer Agents or Depository Participant, as the case may be.

CHAMBAL FERTILISERS AND CHEMICALS LIMITED

E-COMMUNICATION REGISTRATION FORM

Folio No. (FOR PHYSICAL SHARES) : _____

Name of Ist Registered Holder : _____

Name(s) of Joint holder(s) : _____

Registered Address : _____

E-Mail ID (to be registered) : _____

Phone No./Mobile No. : _____

I/We, shareholder(s) of Chambal Fertilisers and Chemicals Limited agree to receive communication from the Company in electronic mode. Please register my / our above e-mail in your records for sending communication through e-mail.

Signature of Shareholder(s) 1._____ 2._____ 3._____

(as appearing in the Company's records)

Date:_____

Notes:

1. Shareholder(s) is/are requested to keep the Company informed as and when there is any change in the e-mail address.
2. In case, shares are held in electronic form, kindly register your email particulars with your Depository Participant.

ECS MANDATE FORM

1. Shareholder's name (in Block Letter) : _____

   : First holder

   _____

   : Joint holder(s)

2. Folio Number (for Physical shares): _____
3. Number of Shares : _____
4. Bank Name : _____
5. Branch Name & Address : _____
6. IFSC Code No. : _____
7. Status of Investor : Resident ☐ Non-Resident ☐
   (Mark "✓" in the appropriate box)
8. Account Type : SB A/C ☐ Current A/C ☐
   (Mark "✓" in the appropriate box): Cash Credit A/C ☐ Other ☐
9. Account Number : | | | | | | | | | | | | | | | | | | |
10. Nine digit code number of Bank : | | | | | | | | | |
    and Branch appearing on the Cheque

I/We hereby declare that the particulars given above are correct and complete. If credit is not effected for reasons of incomplete or incorrect information, I/we would not hold the Company responsibile.

Signature of Shareholder(s) 1._____ 2._____ 3._____

(as appearing in the Company's records)

Date:_____

Note: In case, shares are held in electronic form, kindly submit ECS particulars to your Depository Participant.

CHAMBAL FERTILISERS AND CHEMICALS LIMITED

Registered Office: Gadepan, Distt. Kota, Rajasthan, India, PIN - 325 208
Tel No. : 0744-2782915, Fax No. : 07455-274130
Corporate Office : "Corporate One", First Floor, 5, Commercial Centre, Jasola, New Delhi - 110025
Tel Nos. : +91-11-46581300, 41697900, **Fax No. :** +91-11-40638679,
E-mail : isc@chambal.in, **Website :** www.chambalfertilisers.com, (**CIN :** L24124RJ1985PLC003293)

32nd ANNUAL GENERAL MEETING
ATTENDANCE SLIP

Name & Registered Address of the Member

Joint holder(s) :

No. of Share(s) :

Ledger Folio No. /DP ID / Client ID :

I/ We hereby record my/our presence at the 32nd Annual General Meeting of the Company in the Multi-purpose Hall at the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN - 325208 at 1030 hours on Friday, September 15, 2017.

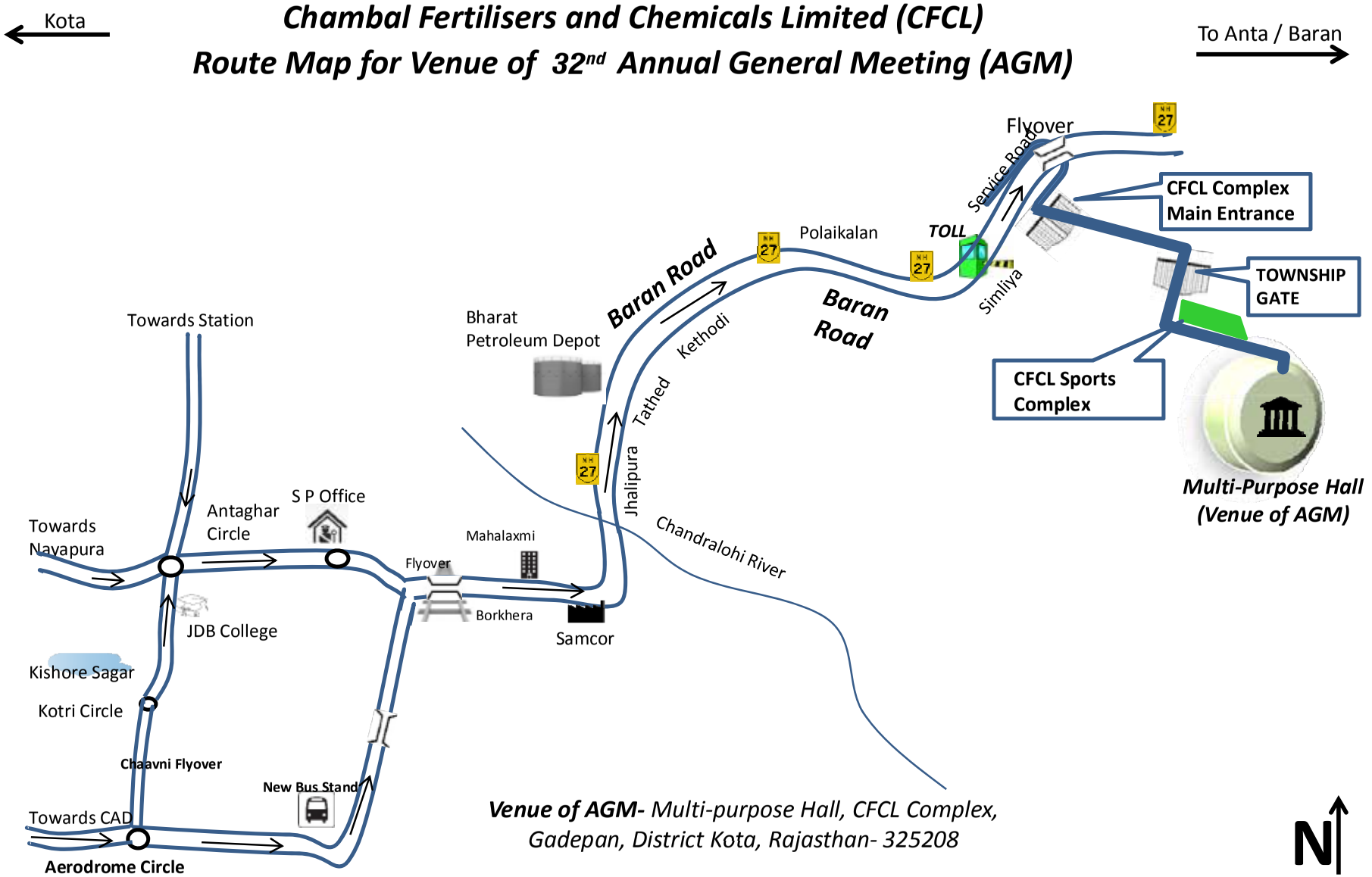
Member's/Proxy's name in (Block Letters)	Signature of Shareholder / Proxy

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

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD
106866		

MAP OVERLEAF


Kota
Chambal Fertilisers and Chemicals Limited (CFCL)
Route Map for Venue of 32nd Annual General Meeting (AGM)
To Anta / Baran
Flyover
Service Road
CFCL Complex
Main Entrance
TOWNSHIP
GATE
Polaikalan
TOLL
Simliya
Baran Road
Baran
Road
Kethodi
Tathed
Jhalipura
Bharat
Petroleum Depot
Towards Station
CFCL Sports
Complex
Multi-Purpose Hall
(Venue of AGM)
Chandralohi River
S P Office
Antaghar
Circle
Towards
Navapura
Mahalaxmi
Flyover
Borkhera
Samcor
JDB College
Kishore Sagar
Kotri Circle
Chaavni Flyover
New Bus Stand
Towards CAD
Aerodrome Circle
Venue of AGM- Multi-purpose Hall, CFCL Complex,
Gadepan, District Kota, Rajasthan- 325208
N