Chambal Fertilisers and Chemicals Limited

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

NOTICE

NOTICE is hereby given that the Thirty First Annual General Meeting ("AGM") of the members of the Company will be held at 1030 hours on Thursday, September 22, 2016 in the Multi-purpose Hall at the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN-325 208 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

   a) the audited financial statements of the Company for the financial year ended March 31, 2016 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, 2016 and report of the Auditors thereon.

2. To declare dividend on equity shares for the financial year ended March 31, 2016.

3. To appoint a director in place of Mr. Shyam Sunder Bhartia (DIN: 00010484), who retires by rotation and, being eligible, offers himself for re-appointment.

4. To appoint M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Registration No. 301003E/E300005), as Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the Thirty Second AGM of the Company, at such remuneration as may be fixed by the Board of Directors of the Company.

5. To appoint M/s. Singhi & Co., Chartered Accountants (Registration No. 302049E), as Branch Auditors for Shipping Business of the Company to hold office from the conclusion of this AGM until the conclusion of the Thirty Second AGM of the Company, at such remuneration as may be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

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

   "**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) 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 re-appointment of Mr. Anil Kapoor (DIN 00032299) as Managing Director of the Company for a period of 3 (three) years with effect from February 16, 2017, not liable to retire by rotation, on such terms and conditions including remuneration as set out in the statement annexed to the notice of this Annual General Meeting with the authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Anil Kapoor.

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

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

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof), M/s. K. G. Goyal & Associates, Cost Accountants (Registration No. 000024) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company, as applicable, for the Financial Year ending March 31, 2017, be paid remuneration of Rs. 1,00,000 plus applicable taxes and reimbursement of out of pocket expenses.

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

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

   "**RESOLVED THAT** pursuant to the provisions of Section 42, 71 and other applicable provisions, if

any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof) 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), for a period of one year from the date of passing of this resolution, on private placement basis, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and in the best interest of the Company including as to when the said debentures be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Board of Directors 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."

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

"RESOLVED THAT pursuant to provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof), and the Reserve Bank of India circular dated June 8, 2015 on "Strategic Debt Restructuring Scheme" (as amended or replaced from time to time) ("**SDR Scheme**") and subject to any other approvals, consents, permissions and sanctions of the appropriate authorities, wherever required, the approval of the members of the Company be and is hereby accorded for conversion of all or any secured obligations in relation to or in connection with the raising of loans or issue of debentures by the Company from any bank(s), financial institution(s) and / or other lender(s) and / or investor(s) from time to time, including without limitation, the following:

(i) the secured credit facilities aggregating upto USD 550,000,000 in the form of term loan facilities from State Bank of India, Tokyo Branch, HDFC Bank Limited, Hong Kong Branch, Axis Bank Limited, Hong Kong Branch and Export-Import Bank of India (with specified inner limit in the form of letter of credit facility) and / or any assignee lender(s);

(ii) the secured rupee credit facilities aggregating upto INR 10,578,500,000, in the form of rupee term loan facilities from State Bank of India, CAG Delhi II Branch (with specified inner limits in the form of USD letter of credit facility and USD standby letter of credit facility) and Axis Bank Limited, Corporate Banking Branch, New Delhi and / or any assignee lender(s); and

(iii) rupee bank guarantee facility of INR 3,000,000,000 from State Bank of India, CAG Delhi II Branch,

into fully paid up equity shares of the Company at a price and on terms in accordance with the SDR Scheme.

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

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

New Delhi
August 10, 2016

NOTES:

1. **Proxy**

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

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

2. **Explanatory Statement**

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

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

The brief resume and other details of the Directors including those proposed to be re-appointed are given in the "Corporate Governance Report" (Annexure 'B' to Directors Report) which is forming part of the Annual Report being sent separately to the members.

In pursuance of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief resume and other details of Mr. Shyam Sunder Bhartia, who is retiring by rotation and offers himself for re-appointment, are as under:

Mr. Shyam Sunder Bhartia (DIN: 00010484) aged about 63 years, holds Bachelor's degree from St. Xavier's College, Calcutta University and a fellow member of the Institute of Cost Accountants of India. He is founder and Chairman of M/s. Jubilant Bhartia Group headquartered in New Delhi, India. He is also Chairman of major companies of Jubilant Bhartia Group including Chairman and Managing Director of Jubilant Pharma Limited, Singapore. The functional areas of expertise of Mr. Bhartia include pharmaceuticals and speciality chemicals, food, oil & gas and aerospace sectors.

Mr. Bhartia had been associated with various institutions and had served as a member of Board of Governors of Indian Institute of Technology, Mumbai and Indian Institute of Management, Ahmedabad. He had also served as member of Executive Committee of Federation of Indian Chambers of Commerce & Industry (FICCI) and Confederation of Indian Industry (CII) and was also a member of Task Force on Chemicals appointed by the Government of India. Mr. Bhartia is a regular participant at the World Economic Forum Annual Meeting at Davos. He is a member of the Chemistry & Advanced Material Governors of the World Economic Forum.

The details of other Indian companies in which Mr. Shyam Sunder Bhartia is a Director as on June 30, 2016, are as under:

S. No.	Name of the Company	S. No.	Name of the Company
1	GeoEnpro Petroleum Limited	9	SBSSB Realty Trustee Company Private Limited
2	Jubilant Bhartia Foundation	10	SHS Realty Trustee Company Private Limited
3	Jubilant Capital Private Limited	11	SPB Trustee Company Private Limited
4	Jubilant Enpro Private Limited	12	SS Trustee Company Private Limited
5	Jubilant Foodworks Limited	13	SSB Consultants & Management Services Private Limited
6	Jubilant Life Sciences Limited	14	SSBSB Realty Trustee Company Private Limited
7	SBS Trustee Company Private Limited	15	SSP Trustee Company Private Limited
8	SBSB Realty Trustee Company Private Limited	16	Vam Holdings Limited

The details of Mr. Bhartia's Chairmanship / Membership of the Committees of Indian Public Companies as on June 30, 2016, are as under:

Sr. No.	Name of the Company	Name of the Committee	Chairman / Member
1.	Chambal Fertilisers and Chemicals Limited	Banking & Finance Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Risk Management Committee	Chairman
		Strategy Committee	Member
2.	Jubilant Life Sciences Limited	Capital Issue Committee	Chairman
		Finance Committee	Chairman
		Fund Raising Committee	Chairman
		Nomination, Remuneration & Compensation Committee	Member
		Stakeholders Relationship Committee	Member
		Sustainability & CSR Committee	Member
3.	Jubilant FoodWorks Limited	Nomination, Remuneration and Compensation Committee	Member
		Regulatory and Finance Committee	Chairman
4.	Vam Holdings Limited	Stakeholders Relationship Committee	Member

Mr. Bhartia is liable to retire by rotation. He was holding 110 equity shares in the Company. Mr. Bhartia is not a relative under the Companies Act, 2013 and Rules thereunder, of any Director or Key Managerial Personnel of the Company. He was first appointed on the Board of Directors of the Company with effect from February 13, 1995. He had attended 3 Board meetings out of 6 Board meetings held during the Financial Year 2015-16. Mr. Bhartia had opted out from receiving any sitting fee and commission w.e.f. April 1, 2015. The Company had not paid any sitting fee or commission to Mr. Bharita during the Financial Year 2015-16.

The particulars of the Managing Director proposed to be re-appointed are furnished in the statement under Section 102(1) forming part of this Notice.

4. **E-voting Facility**

4.1 The Company has provided e-voting facility to its members to enable them to exercise their right to vote on resolutions proposed to be considered at the Thirty First Annual General Meeting ("**AGM**") through electronic means. The Company has engaged National Securities Depository Limited ("**NSDL**") to provide the facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("**Remote E-voting**").

4.2 The facility for voting through ballot paper shall also be made available at the AGM and members

attending the AGM who have not cast their vote by Remote E-voting shall be able to exercise their right at AGM.

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

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

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

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

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

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

ii) Click on Shareholder – Login.

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

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

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

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

vii) Select "EVEN" (E-Voting Event Number) of Chambal Fertilisers and Chemicals Limited 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.

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 **Saturday, September 17, 2016 (0900 Hours) and ends on Wednesday, September 21, 2016 (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 21, 2016 (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 15, 2016** 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 15, 2016**.

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 15, 2016**, may obtain the User ID and password by sending a request at evoting@nsdl.co.in or isc@chambal.in or call on toll free no. 1800-222-990.

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

i) The Board of Directors of the Company has appointed Mr. 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 and Remote E-voting process in a fair and transparent manner.

j) The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through Remote E-voting in the presence of atleast two witnesses not in the employment of the Company. The Scrutinizer shall make, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report, of the total votes cast in favour or against, if any, to the Chairman of AGM or any other 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.

5. **Book Closure**

The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 6, 2016 to Thursday, September 8, 2016 (both days inclusive) for the purpose of payment of dividend on equity shares, if declared at the AGM.

6. **Certificate from Auditors**

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

7. **Payment of Dividend**

The dividend on equity shares for the financial year ended March 31, 2016, will be paid after declaration by the members:

(i) in respect of shares held in physical form, to those members whose names appear on the Register of Members of the Company on Thursday, September 8, 2016, after giving effect to all valid share transfer documents lodged with the Company on or before Monday, September 5, 2016.

(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, September 5, 2016.

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 15, 2015, 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
2008-09	20.08.2009	19.09.2016
2009-10	27.08.2010	30.09.2017
2010-11	16.09.2011	18.10.2018
2011-12	14.09.2012	15.10.2019
2012-13	13.09.2013	14.10.2020
2013-14	18.09.2014	19.10.2021
2014-15	15.09.2015	18.10.2022

The members are advised to send their requests for payment of unpaid dividend pertaining to the Financial

Years 2008-09 through 2014-15 to our Share Transfer Agent at New Delhi for issue of cheques / demand drafts before the due dates for transfer to IEPF.

Investors holding shares in physical form are advised to forward the particulars of their bank account, name, branch and address of the bank to our Share Transfer Agent immediately, if not sent already, so as to enable them to incorporate such details on dividend warrants. These investors are advised to opt for Electronic Clearing System (ECS) at the earliest to avail fast and safe remittance of dividend and return the Mandate Form attached 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 Mandate Form to the Share Transfer Agent.

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

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

9. **Company on the Internet**

The website of your Company is www.chambalfertilisers.com where you can find detailed information about the Company, various services being provided to the investors, guidance and procedure to be followed by the investors in respect of transfer, transmission and transposition of shares, dematerialisation and rematerialisation of shares, quarterly and annual results, Annual Reports, notice of AGM, etc.

10. **Share Transfer Agent**

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

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

11. Members are requested to:

(a) send their queries, if any, to reach the Company's Corporate Office at New Delhi at least 10 days before the date of AGM so that information can be made available at the meeting; and

(b) bring their copy of the Annual Report and attendance slip at the meeting.

12. The route map (including prominent land mark) for easy location of the venue of AGM is attached with the Notice. The Notice of AGM (including the route map) and Annual Report 2015-16 will be available on the website of the Company at www.chambalfertilisers.com. The physical copies of these documents will also be available at the Registered Office and Corporate Office of the Company for inspection from 0930 hours to 1730 hours on all working days (except Saturdays).

13. **No Gifts in AGM**

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

14. **Pick-up Coach Facility**

For the convenience of members intending to attend the Company's AGM scheduled to be held at 1030 hours on September 22, 2016, the Company will provide transport from Kota to Gadepan and back. The pick-up coach will leave from "Sahyog Bhavan" No. 1, Aerodrome Circle, Kota, Rajasthan at 0900 hours on the date of AGM to reach Gadepan (venue of the AGM) in time for the meeting and will leave for Kota after the meeting.

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

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

Item No. 6

The members of the Company, at the Annual General Meeting held on September 15, 2015, approved re-appointment of Mr. Anil Kapoor (DIN: 00032299), as Managing Director of the Company for a period of two years with effect from February 16, 2015. The Board of Directors at its meeting held on May 11, 2016 re-appointed Mr. Anil Kapoor as Managing Director of the Company for a period of three years with effect from February 16, 2017, subject to the approval of the members of the Company.

Mr. Anil Kapoor, aged about 62 years, is B.Tech from Indian Institute of Technology, New Delhi and M.S. in Chemical Engineering from State University of New York, USA. Mr. Kapoor started his career with Hindustan Petroleum Corporation Limited (erstwhile Esso India) in 1980. He was involved in hard-core engineering / plant operations during his tenure of around 7 years with ICI India Limited where he had handled both Explosives and Fertiliser plant operations. As General Manager - Projects, he had successfully set up state of the art world class Brewery of UB Group in India. Mr. Kapoor worked for around 5 years as Vice President– Technical with Cabot India Limited where he was responsible for entire plant operations including maintenance, logistics,

etc. He has vast experience in the diverse fields of projects, operations, marketing, finance, strategic planning, logistics, etc. Mr. Kapoor had joined your Company in the Year 2000 as Vice President – Strategic Planning. He has been Managing Director of the Company since 2007.

The key terms and conditions of re-appointment including remuneration payable to Mr. Anil Kapoor are as under:

A. Tenure of re-appointment

Three years with effect from February 16, 2017.

B. Salary & Allowances

(i) Basic salary of Rs. 11,75,000 per month in the range of Rs. 11,75,000 to Rs. 18,00,000 per month.

(ii) Special allowance of Rs. 1,00,000 per month in the range of Rs. 1,00,000 to Rs. 3,00,000 per month.

(iii) The Company shall provide fully furnished accommodation or house rent allowance equivalent to 60% of the basic salary alongwith furnishings provided and maintained by the Company.

(iv) Performance bonus and annual increments may be determined by the Board of Directors or Nomination and Remuneration Committee.

(v) Settlement allowance equivalent to 6 months' last drawn basic salary shall be payable to Managing Director at the expiry or termination of his tenure or extended tenure, if any, as the case may be.

C. Perquisites and other Benefits:

(i) Two Company provided and maintained air conditioned cars with two chauffeurs.

(ii) Reimbursement of medical expenses for self, wife and dependent children on actual basis.

(iii) Repair and maintenance expenses of residence equivalent to one and half month's lease rent or house rent allowance, per annum, payable quarterly on proportionate basis.

(iv) Telephone alongwith internet facility at residence and mobile phone at the Company's expense.

(v) Reimbursement of actual expenses incurred on electricity/gas/water at his residence.

(vi) He shall continue to be eligible for all the benefits of the stock options granted to him as per and under CFCL Employees Stock Option Scheme 2010.

(vii) In addition to the above, all other perquisites and benefits including leave travel concession, gratuity, employer's contribution to provident fund, superannuation fund, club fee (not more than two clubs), technical literature allowance, meal coupons, etc. as applicable to the senior executives of the Company, shall be applicable and allowed to the Managing Director as per the rules of the Company.

D. Other Terms

i) In the event of the Company earning inadequate profits or incurring losses, the remuneration shall be revised as per the limits provided in Schedule V to the Companies Act, 2013 (subject to the approvals, if any, required in this regard).

ii) Either of the parties to the contract may terminate the contract by giving the other party three months' notice in writing.

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

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

He is also a Director of Chambal Infrastructure Ventures Limited and India Steamship Limited, subsidiaries of the Company. He is not a member of any Committee of these subsidiaries. Mr. Kapoor is member of Stakeholders' Relationship Committee, Risk Management Committee, Banking & Finance Committee, Project Monitoring Committee and Strategy Committee of the Board of Directors of the Company.

Mr. Anil Kapoor does not hold any shares in the Company and he is not related to any other Director or Key Managerial Personnel of the Company. He was first appointed on the Board of Directors of the Company with effect from February 16, 2007. He has attended all the 6 Board meetings held during the Financial Year 2015-16. The details of remuneration paid to Mr. Anil Kapoor during the Financial Year 2015-16 are as under:

(Amount in Rs.)

Salary	Performance Bonus	Perquisites	Retirement Benefits	Total
2,31,44,875	1,00,00,000	15,08,648	34,02,000	**3,80,55,523**

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

The Board commends the resolution for your approval.

Item No. 7

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 2016-17 at a fee of Rs. 1,00,000 plus service tax 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 through the resolution set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2016-17.

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

The Board commends the resolution for your approval.

Item No. 8

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 NCDs during the year.

In order to augment 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 non-convertible debentures, in one or more series / tranches on private placement basis, issuable / redeemable at par or otherwise.

In order to enable the Board of Directors to offer or invite subscription for NCDs, as may be required by the Company from time to time for a year from the conclusion of the Annual General Meeting, the consent of the shareholders is sought for passing the special resolution set out at Item No. 8 of the Notice.

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

The Board commends the resolution for your approval.

Item No. 9

Reserve Bank of India vide its circular dated June 8, 2015 had introduced a Strategic Debt Restructuring ("**SDR**") scheme (as amended from time to time) which gives rights to lenders to convert their loans into equity shares of the company in the event the borrower is not able to achieve the viability milestones stipulated under restructuring package. As per the said circular, the banks are required to include necessary covenants in all loan agreements which should be supported by necessary approvals / authorisations (including special resolution by shareholders) from the borrower company, to enable invocation of SDR in applicable cases.

The Company is in the process of setting up a new plant for production of 1.34 Million MT Per annum of Urea at the existing site at Gadepan, Rajasthan at a cost of approximately USD 900 Million ("**Gadepan-III Project**"). The Company had entered into Facility Agreements with Banks/Financial Institution for availing foreign currency loans upto USD 550,000,000, Rupee loans upto Rs. 1057.85 crore and Bank Guarantee facility of Rs. 300 crore for part financing of Gadepan – III Project.

As per the terms of the aforesaid borrowings for Gadepan – III Project, the Company is required to take approval of its shareholders under Section 62(3) of the Companies Act, 2013 for conversion of these loans into equity shares in the event of implementation of SDR scheme. Further, the Company may also borrow funds or issue debentures from time to time as per its business requirements including for financing of Gadepan-III Project. The prospective lenders / subscribers of debentures might stipulate similar terms and conditions for conversion of borrowings / debentures into equity shares as per the requirements prescribed by Reserve Bank of India.

In view of the above, 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 or key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board commends the resolution for your approval.

By order of the Board

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

New Delhi
August 10, 2016

Chambal Fertilisers and Chemicals Limited

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

PROXY FORM

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

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

1. Name:	2. Name:	3. Name :
Address:	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 First Annual General Meeting of the Company, to be held on the 22nd day of September, 2016 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, 2016 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, 2016 and report of the Auditors thereon		
2.	Declaration of dividend on equity shares for the financial year ended March 31, 2016		
3.	Re-appointment of Mr. Shyam Sunder Bhartia as Director, who retires by rotation		
4.	Appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, as Auditors of the Company at such remuneration as may be fixed by the Board of Directors		
5.	Appointment of M/s. Singhi & Co., Chartered Accountants as Branch Auditors for Shipping Business of the Company at such remuneration as may be fixed by the Board of Directors		
6.	Approval for re-appointment of Mr. Anil Kapoor as Managing Director of the Company		
7.	Approval for remuneration payable to M/s. K.G. Goyal & Associates, Cost Auditors		
8.	Approval to make offer or invitation for subscription of non- convertible debentures, on private placement basis		
9.	Approval for conversion of loans into equity shares of the Company as per strategic debt restructuring scheme of Reserve Bank of India		

Signed this …….. day of …….. 2016

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.

LEFT BLANK

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. Ledger Folio No. of the A/C : | | | | | | | | | | | | | | | | | | |
    (if appearing on Cheque Book)
11. 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.

LEFT BLANK

Chambal Fertilisers and Chemicals Limited

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

31st 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 31st Annual General Meeting of the Company in the Multi purpose hall at the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN – 325 208 on Thursday, September 22, 2016 at 1030 Hours.

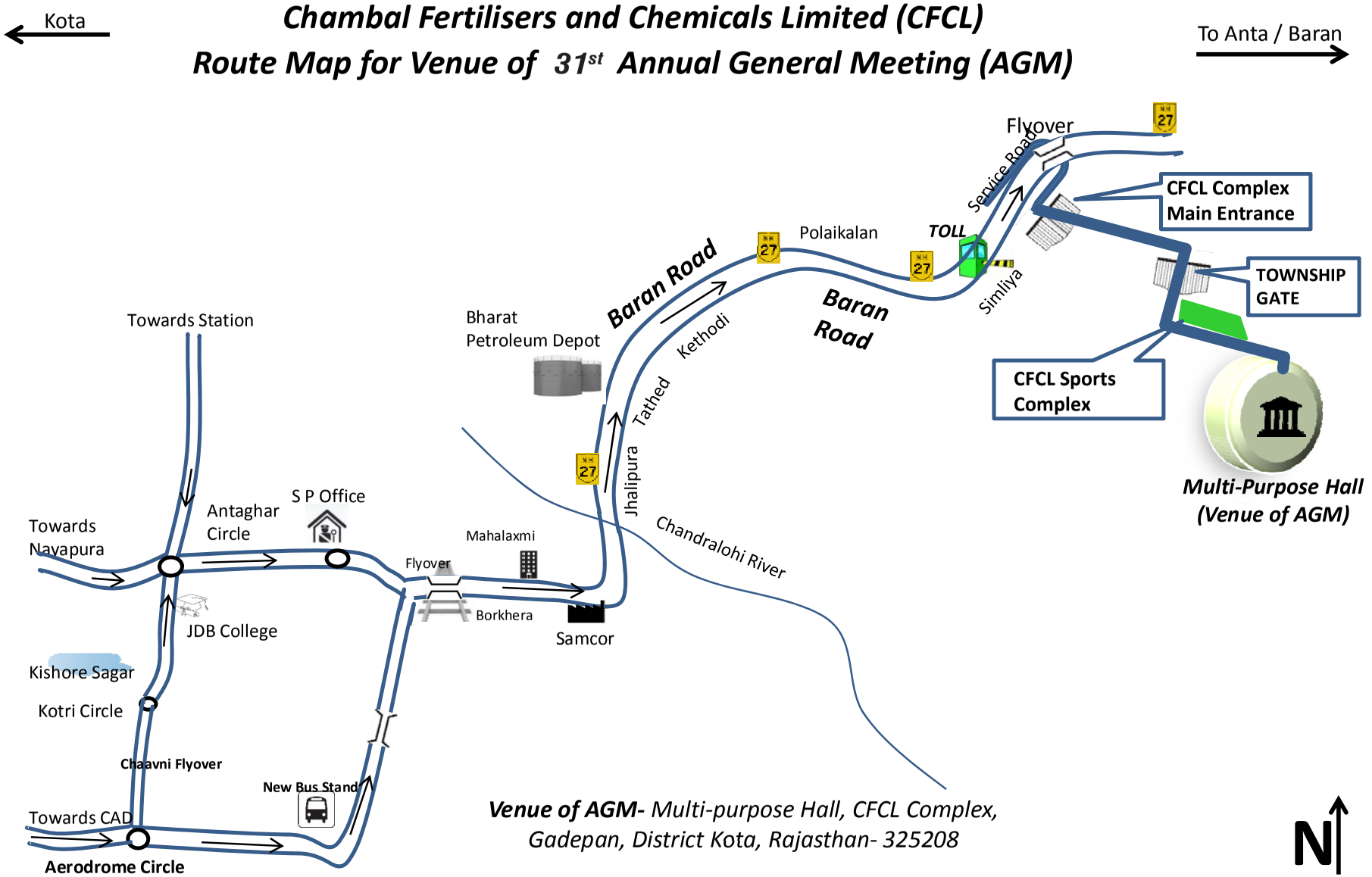
Member's/Proxy's name in (Block Letters)	Signature of Shareholder / Proxy

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

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

MAP OVERLEAF


Kota
Chambal Fertilisers and Chemicals Limited (CFCL)
Route Map for Venue of 31st 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