

CCAL
CHEMFAB ALKALIS LIMITED

CAL / SECL / 2015 – 16

February 5, 2016

The Manager, Listing Department
National Stock Exchange of India Limited
“Exchange Plaza”
Bandra – Kurla Complex, Bandra (E)
Mumbai – 400 051

Dear Sir / Madam,

Sub: Submission of Postal Ballot Notice - Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Reg.

Ref: NSE Symbol – CHEMFALKAL

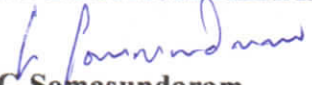
Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We enclose a copy of Postal Ballot Notice sent to our shareholders on 04.02.2016 for obtaining their approval on the following:

- 1) Special Resolution for Approval of Chemfab Alkalys Employees Stock Option Scheme 2015 (CAESOS-2015) and grant of Employees stock options to the Employees of the Company thereunder.
- 2) Special Resolution for Grant of stock options to the Employees of the Holding / Subsidiary / Associate Company(ies) of the Company under Chemfab Alkalys Employees Stock Option Scheme 2015.
- 3) Special Resolution for Grant of stock options to the Employees in excess of 1% of issued equity capital under Chemfab Alkalys Employees Stock Option Scheme 2015.

The Company has also offered e-voting facility, through Central Depository Services (India) Limited (CDSL), as an alternate, to enable the Members to cast their votes electronically instead of dispatching Postal Ballot form. The e-voting period begins on 05.02.2016 at 09.00 a.m and ends on 05.03.2016 at 05.00 p.m.

Kindly acknowledge the receipt.

Thanking you,
Yours faithfully,
for **CHEMFAB ALKALIS LIMITED**


G Somasundaram
Company Secretary



Regd. Office: "Team House", GST Salai, Vandalur, Chennai 600 048.

CIN No. L24297TN1983PLC072409

Website: www.chemfabalkalis.com

Email: chemfabalkalis@drroaholdings.com

Phone No: +91 44 22750323 Fax No: +91 44 22750860

NOTICE OF POSTAL BALLOT
(Notice pursuant to section 110 of the Companies Act, 2013)

Dear Shareholder(s),

Notice is hereby given to the Members pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof) ("the Rules"), as amended from time to time, for obtaining approval of the Members, by way of Special Resolutions through postal ballot/e-voting ("Postal Ballot").

Accordingly, the draft Special Resolutions together with the Statement pursuant to Section 102 of the Companies Act, 2013, are being sent to the Members, along with Postal Ballot Form for sending their assent or dissent in writing by Postal Ballot means.

The Board has appointed Mr. Krishna Sharan Mishra, Practicing Company Secretary representing KSM Associates, Company Secretaries, as Scrutinizer for conducting the voting by way of Postal Ballot in a fair and transparent manner. Members are, therefore, requested to carefully read the instructions printed for voting by "postal ballot" or through "e-voting" and exercise their votes by-

- (i) Returning the postal ballot form duly completed, as per the instructions contained in the postal ballot form, in the attached self addressed postage pre paid envelope, so as to reach the scrutinizer not later than 5:00 P.M. on 05.03.2016; or
- (ii) Casting their votes electronically from 05.02.2016 (9:00 a.m.) to 05.03.2016 (5:00 p.m.) by following the procedures as explained in the Statement.

The Scrutinizer will submit his report on the results of voting by "postal ballot" and through "e-voting" to the Director of the Company designated for the purpose by the Board (hereinafter referred to as "Designated Director"), after completion of the scrutiny of postal ballot forms and "e-voting".

The results of the Postal Ballot shall be announced by the Chairman or the Designated Director of the Company on the completion of the scrutiny and displayed on the Notice Board at the Registered Office of the Company at "Team House", GST Salai, Vandalur, Chennai 600 048 at 5:00 pm on Tuesday, the 8th March, 2016.

1. Approval of Chemfab Alkalys Employees Stock Option Scheme 2015 (CAESOS-2015) and grant of Employees stock options to the Employees of the Company thereunder

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this Resolution), approval and consent of the Shareholders of the Company ("Shareholders") be and is hereby accorded respectively to the 'Chemfab Alkalys Employees Stock Option Scheme 2015' (hereinafter referred to as the "CAESOS-2015" or "the Scheme") and to the Board to create, offer and grant from time to time upto 4,00,000 (Four Lakhs) Employees stock options (Options) being not exceeding 4.36% approximately of the paid-up equity share capital of the Company as on the date of passing the resolution to the permanent Employees including Directors of the Company [other than Promoter(s) or persons belonging to the Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company], whether Whole time or otherwise, whether working in India or out of India (hereinafter referred to as an "Employee(s)"), as may be decided solely by the Board under the Scheme, exercisable into not more than 4,00,000 (Four



Lakhs) fully paid-up equity shares in the Company in aggregate of the face value of Rs. 5/- (Rupees Five) each at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations.

RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done, including appointment of Merchant Banker, are hereby specifically approved and ratified.

RESOLVED FURTHER THAT the Board be and is hereby further authorised to issue and allot equity shares upon exercise of the options from time to time in accordance with the Scheme and such equity shares shall rank *pari-passu* in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional equity shares are required to be issued by the Company to the Shareholders ("Additional Shares"), the ceiling as aforesaid of 4,00,000 (Four Lakhs) options and equity shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment.

RESOLVED FURTHER THAT in case the equity shares or other relevant securities of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 5/- (Rupees Five) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

RESOLVED FURTHER THAT the Board be and is hereby also authorised at any time to modify, change, vary, alter, amend, suspend or terminate CAESOS-2015 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of CAESOS-2015 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to CAESOS-2015.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to take necessary steps for listing of the equity shares allotted under CAESOS-2015 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable laws, guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby further authorised to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorising or appointing Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of CAESOS-2015 as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this Resolution."

2. Grant of stock options to the Employees of the Holding / Subsidiary / Associate Company(ies) of the Company under Chemfab Alkalies Employees Stock Option Scheme 2015

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the



Board has constituted to exercise its powers, including the powers, conferred by this resolution), approval and consent of the Shareholders of the Company ("Shareholders") be and is hereby accorded to create, offer and grant from time to time 4,00,000 (Four Lakhs) Employees stock options within the overall ceiling of 4,00,000 (Four Lakhs) equity shares to the permanent Employees including Directors [other than Promoter(s) or persons belonging to the Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company], whether Whole time or otherwise, whether working in India or out of India of any existing and future Holding / Subsidiary / Associate Company(ies) of the Company whether in or outside India (hereinafter referred to as an "Employee(s)"), as may be decided solely by the Board under the 'Chemfab Alkalis Employees Stock Option Scheme 2015' (hereinafter referred to as "CAESOS-2015" or "the Scheme"), exercisable into not more than 4,00,000 (Four Lakhs) fully paid-up equity shares in the Company in aggregate of face value of Rs. 5/- (Rupees Five) each at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations.

RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done, including appointment of Merchant Banker, are hereby specifically approved and ratified.

RESOLVED FURTHER THAT the Board for this purpose be and is hereby further authorised to issue and allot equity shares upon exercise of the options from time to time in accordance with the Scheme and such equity shares shall rank *pari-passu* in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional equity shares are required to be issued by the Company to the Shareholders ("Additional Shares"), the ceiling as aforesaid of 4,00,000 (Four Lakhs) Options and equity shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 5/- (Rupees Five) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

RESOLVED FURTHER THAT the Board be and is hereby also authorised at any time to modify, change, vary, alter, amend, suspend or terminate CAESOS-2015 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the CAESOS-2015 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the CAESOS-2015.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to take necessary steps for listing of the equity shares allotted under the CAESOS-2015 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable laws, guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby further authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorizing or appointing Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of CAESOS-2015 as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this Resolution."



3. Grant of stock options to the Employees in excess of 1% of issued equity capital under Chemfab Alkalies Employees Stock Option Scheme 2015

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), approval and consent of the Shareholders of the Company ("Shareholders") be and is hereby accorded to create, offer and grant from time to time, in a financial year, employees stock options in excess of 1% of the issued capital of the Company (excluding outstanding warrants and conversions) at the time of grant of such options within the overall ceiling of 4,00,000 (Four Lakhs) equity shares to the permanent Employees of the Company or of the Holding Company or of the Subsidiary Company(ies) or of Associate Company(ies) including Directors [other than Promoter(s) or persons belonging to the Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company], whether Whole time or otherwise, whether working in India or out of India of any existing and future Holding Company or Subsidiary Company(ies) or Associate Company(ies) whether in or outside India (hereinafter referred to as an "Employee(s)"), as may be decided solely by the Board under the 'Chemfab Alkalies Employees Stock Option Scheme 2015' (hereinafter referred to as "CAESOS-2015" or "the Scheme"), exercisable into not more than 4,00,000 (Four Lakhs) fully paid-up equity shares in the Company in aggregate of face value of Rs. 5/- (Rupees Five) each at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations.

By Order of the Board
For **Chemfab Alkalies Limited**
Sd/-
G Somasundaram
Company Secretary
ACS No.20462

Place: Chennai
Date: 03.02.2016

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 along with the Rules as may be prescribed therein, setting out the material facts thereto is annexed hereto.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 29th January, 2016
3. Voting rights shall be reckoned in proportion to the paid up equity shares registered in the name of the Member as on 29th January, 2016.
4. Resolution passed by the members through Postal Ballot (including e -Voting) is deemed to have been passed effectively at a general meeting of the members.
5. The Board of Directors has appointed Mr. Krishna Sharan Mishra, Practicing Company Secretary, as the Scrutinizer, for conducting the postal ballot process in a fair and transparent manner.
6. A Member desiring to exercise vote by postal ballot is requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours (5:00 p.m) on Saturday, the 05th March, 2016.
7. The Scrutinizer will submit his report to the Chairman or the Designated Director of the Company after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman / Designated Director on Tuesday, the 8th March, 2016 at 5.00 p.m, at the Registered Office of the Company. The date of declaration of the postal ballot result will be taken to be the date of passing the Special Resolutions.



8. The results of the postal ballot will be posted on the Company's website – www.chemfabalkalis.com.
9. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Listing Agreement, members may cast their votes either through Postal Ballot form or through electronic form (e-voting). Those Members opting for e-voting may follow the procedure, as recommended by CDSL, the e-voting agency appointed by the Company, as stated in this Notice.
10. Resolution for Grant of Stock Options to the employees in excess of 1% of issued equity Share Capital has been provided separately as Item No.3.

Explanatory Statement setting out the material facts in relation to the Special Resolutions Nos.1, 2 and 3 proposed pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 and Regulation 6(2) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014:

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives. Your Company believes that equity based Compensation schemes are an effective tool to reward the employees (including Directors) of the Company in the growth of the Company, to create an employee ownership in the Company, to attract new talents, to retain the key resources in the organisation and for the benefit of the present and future employees of the Company.

With this objective in mind, your Company intends to implement Chemfab Alkalies Employees Stock Option Scheme 2015 (CAESOS-2015) for the aforesaid employees.

The Company seeks members' approval in respect of CAESOS 2015 and grant of Stock Options to the eligible employees of the Company as decided in this behalf from time to time in due compliance of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations").

The main features of the CAESOS 2015 are as under:

a. **Brief description of the Scheme(s)**

The Chemfab Alkalies Employees Stock Option Scheme 2015 (CAESOS-2015) encourages a long term and committed involvement of the Employees in the management and future of the Company. The objective of the Scheme is to encourage ownership of the Company's equity by its Employees on an ongoing basis. The Scheme is intended to reward the Employees for their contribution to the successful operation of the Company and to provide an incentive to continue contributing to the success of the Company. It is envisaged that the Scheme will enable the Company to attract and retain the best available talent by making them partners in business and its growth.

The Scheme seeks to grant to the Employees, options convertible into equal number of equity shares of Rs. 5/- each of the Company. It further empowers the Board of Directors (or such Committee including the Compensation Committee or such officers of the Company to whom the Board may delegate these powers) to amend, vary or modify the terms and conditions pertaining to the grant of options, pricing of options, issue or allotment of equity shares or warrants pursuant to the options, to make adjustments as may be required and to the extent permissible in law for dividends, bonus and other rights that may accrue in respect of the options granted.

b. **Total number of options to be granted**

The total number of options granted under CAESOS 2015 shall not exceed 4,00,000 number of options convertible into equivalent number of shares of Rs. 5 each approximately equivalent to 4.36 % of the present issued equity share Capital of the Company

c. **Classes of Employees entitled to participate in the scheme(s)**

The following classes of the Employees are entitled to participate:

- (i) a permanent Employee of the Company who has been working in India or outside India; or
- (ii) a director of the Company, whether a whole time director or not but excluding an independent director; or
- (iii) an Employee as defined in clauses (i) or (ii) of a subsidiary, in India or outside India, or of a holding company of the Company or of an associate company but does not include-
 - (a) an Employee who is a promoter or a person belonging to the promoter group; or
 - (b) a director who either himself or through his relative or through any body-corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company;



d. Requirements of vesting and period of vesting

The vesting period under CAESOS-2015 is as follows:

- 25% of the Options - Two years from the date of grant
- 25% of the Options - Three years from the date of grant
- the remaining options - Four years from the date of grant

e. Maximum period (subject to Regulation 18(1) or 24(1) of the Regulations, as the case may be) within which the options shall be vested

The maximum period for vesting of the options is four years from the date of offer/grant.

f. Exercise price

The Exercise price per share will be at a discount of 30% of the last traded price on the National Stock Exchange of India Ltd. (NSE) on the previous trading day of the date of grant of options.

g. Exercise period and process of exercise

The Employee can exercise his right to convert the options into shares either in full or in stages by addressing a communication to the Compensation Committee as per Form II of this Scheme or any other prescribed form. He has to mention the number of shares that he is willing to take under CAESOS 2015.

The exercise period shall commence from the date of vesting and expire not later than 12 (Twelve) months from the last vesting date, except in the case of discontinuation of the services of an Employee, which has been discussed in the CAESOS 2015. The Compensation Committee may grant an extension upon a specific request made by the Employee concerned to this effect.

h. Appraisal process for determining the eligibility of Employees for the scheme(s)

The Employees falling within the scope of CAESOS-2015 will be selected for grant of options based on their performance during the year and having been recommended by their respective supervisor. The final eligibility will be decided by the Compensation Committee under CAESOS-2015.

The Compensation Committee is entitled to review the criteria and eligibility of the Employees for grant of options.

i. Maximum number of options to be issued per Employee and in aggregate

The Scheme provides discretion to the Board to determine the total No. of options that may be granted to the employees in any financial year (which shall not exceed 4,00,000 (Four Lakhs) options in aggregate). Resolution under item No.3 of this notice appropriately authorizes the Board to grant Options exceeding 1% of the issued capital of the Company in any financial year.

j. Maximum quantum of benefits to be provided per Employee under the Scheme

The Maximum quantum of benefits underlying the Options issued to an eligible employee shall depend upon the market price of the Share as on the date of sale of Share.

k. Whether the Scheme is to be implemented and administered directly by the Company or through a trust

The Scheme is to be implemented and administered directly by the Company without forming or involving any trust.

l. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both

The Scheme involves issue of new shares against exercise of options. There is no involvement of trust and therefore there will not be any secondary acquisition.

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

CAESOS-2015 is to be implemented and administered directly by the Company without forming or involving any Trust. Therefore, provision of any loan to a Trust under the Scheme does not arise.



- n. Maximum percentage of secondary acquisition (subject to limits specified under the Regulations) that can be made by the trust for the purposes of the Scheme(s)

CAESOS-2015 is to be implemented and administered directly by the Company without forming or involving any trust. Therefore, the Scheme does not envisage any secondary acquisition.

- o. Statement for conformation to the accounting policies specified in Regulation 15

The Company shall follow the requirements of the 'Guidance Note on Accounting for Employee share-based Payments' (Guidance Note) or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.

- p. Method which the Company shall use to value its options

The Exercise price per share will be at a discount of 30% of the last traded price on the National Stock Exchange of India Ltd. (NSE) on the previous trading day of the date of grant of options.

- q. In case the Company opts for expensing of share based Employee benefits using the intrinsic value, the difference between the Employee compensation cost so computed and the Employee compensation cost that shall have been recognised if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on the profits and on the earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report.
- r. The Company has appointed M/s Vivro Financial Services Private Limited, a registered merchant banker, for the Employees Stock Option Scheme. The said Merchant Banker has issued a certificate stating that CAESOS 2015 complies with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Consent of the members is being sought by way of a special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

A draft copy of the CAESOS 2015 is available for inspection at the Company's Registered Office from 09:30 AM to 05:00 PM on all working days (excluding Sundays and Holidays) till Saturday, 5th March 2016.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the Scheme.

In light of the above, you are requested to accord your approval to this Special Resolution.

By Order of the Board
For **Chemfab Alkalies Limited**

Sd/-

G. Somasundaram
Company Secretary
ACS No.20462

Place: Chennai
Date: 03.02.2016



The instructions for shareholders voting electronically are as under:

1. Voting through Electronic Means:

I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote through electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

(i) The voting period begins on 05.02.2016 at 09.00 a.m and ends on 05.03.2016 at 05.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 29.01.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) he shareholders should log on to the e-voting website www.evotingindia.com.

(iii) lick on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) lick on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) lick on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non-Individual Shareholders & Custodians:

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

