CHAMBAL FERTILISERS AND CHEMICALS LIMITED

March 31, 2016

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,

In pursuance of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of Postal Ballot Notice dated March 14, 2016 along with Postal Ballot Form.

You are requested to notify your constituents accordingly.

Thanking you,

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

Rajveer Singh
Assistant Vice President – Legal & Secretary

Corporate One, First Floor, 5, Commercial Centre, Jasola, New Delhi - 110 025 • Tel.: 91-11-46581300, 41697900 • Fax: 91-11-40638679
Email : corporate@chambal.in • www.chambalfertilisers.com • CIN: L24124RJ1985PLC003293
Regd. Office : Gadepan, District Kota, Rajasthan - 325 208

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. No. +91-11-46581300, 41697900; **Fax No.** +91-11-40638679
Email: isc@chambal.in **Website:** www.chambalfertilisers.com (CIN: L24124RJ1985PLC003293)

Postal Ballot Notice

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof) that the resolution set out below is proposed to be passed by the members by way of Postal Ballot:

To consider and if thought fit, to pass the following resolution as a **special resolution:**

"RESOLVED THAT in pursuance of the provisions of Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law for the time being in force and subject to such other approvals, consents, permissions and sanctions of any governmental or regulatory authorities as may be necessary, approval of shareholders of the Company be and is hereby accorded to the sale, assignment, transfer and delivery by ISGN Corporation, a material subsidiary of the Company, (hereinafter referred to as "**Seller**") of its entire shareholding in ISGN Solutions, Inc.(a subsidiary of the Seller and downstream subsidiary of the Company) to Firstsource Group USA, Inc. (hereinafter referred to as "**Buyer**") for a sale consideration of USD 12,557,182 (subject to closing and other adjustments) and other terms and conditions as set forth in the Stock Purchase Agreement dated January 28, 2016 (as may be amended, modified or supplemented from time to time) and other transaction documents entered or to be entered among Seller, ISGN Solutions, Inc. and Buyer ("hereinafter collectively referred to as "**Transaction Documents**") with an authority to the Board of Directors of the Seller to amend, modify and / or supplement the Transaction Documents as may be mutually agreed between the Seller and Buyer.

RESOLVED FURTHER THAT the shareholders hereby ratify and accord their approval to all actions taken so far in regard to the aforesaid transaction, including execution of the Transaction Documents.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do and perform all such acts, deeds and things and take all such steps, as may be necessary, expedient or incidental to give effect to this resolution and the aforesaid transaction, including executing, delivering and performing such agreements, contracts, deeds, undertakings, and other documents as may be necessary in this regard, file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities, if required and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the shareholders, to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any committee of the Directors or one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution."

By order of the Board

Rajveer Singh
Assistant Vice President –
Legal & Secretary

Place : New Delhi
Date : March 14, 2016

Statement pursuant to Section 102 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014

CFCL Technologies Limited, Cayman Islands ("CFCL Tech") is a subsidiary of the Company which operates software business through its step-down subsidiaries mainly in USA and India. ISGN Corporation, USA is a wholly owned subsidiary of CFCL Tech. ISGN Solutions Inc., USA is a wholly owned subsidiary of ISGN Corporation, USA. ISGN Solutions, Inc. also have two subsidiaries, namely, ISGN Fulfillment Services Inc., USA and ISGN Fulfillment Agency LLC, USA. All these entities are downstream subsidiaries of the Company.

ISGN Corporation is engaged in designing, developing, marketing and distribution of software products for mortgage lending industry in USA. ISGN Solutions Inc. is mainly engaged in providing loan fulfillment solutions in USA such as closing and settlement services, valuation services, mortgage processing services, vendor management solutions for residential mortgage lenders, etc. ("**BPO Business**"). These businesses are being supported by ISG Novasoft Technologies Limited, India (a downstream subsidiary of CFCL Tech) through its centers in India.

The software business is not performing well and requires continuous cash infusion to sustain the operations. Keeping in view the market scenario, financial condition and future prospects, CFCL Tech has been exploring options to monetize the business carried out through its subsidiaries. The Board of Directors of CFCL Tech has approved sale and transfer of entire BPO Business including part of such business being carried out by ISG Novasoft Technologies Limited, India. In view of the above, ISGN Corporation has entered into a Stock Purchase Agreement dated January 28, 2016 for sale and transfer of its entire shareholding in ISGN Solutions, Inc to Firstsource Group USA, Inc., USA. On completion of the transaction, ISGN Solutions, Inc. and its two subsidiaries mentioned above will stand transferred to Firstsource Group USA, Inc., USA.

In terms of regulation 16(1)(c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with the Company's 'Policy for Determining Material Subsidiaries', ISGN Corporation is a material subsidiary of the Company. In terms of regulation 24(6) of the Listing Regulations, selling, disposing and leasing of assets amounting to more than twenty percent of the assets of a material subsidiary on an aggregate basis during a financial year requires prior approval of shareholders by way of special resolution. As per the audited financial statements of ISGN Corporation as on December 31, 2014, the investment of ISGN Corporation in its wholly owned subsidiary - ISGN Solutions, Inc. exceeds 20% of the assets of the ISGN Corporation. Thus, selling and disposing-off ISGN Solutions, Inc., a downstream subsidiary of the Company, requires approval of shareholders of the Company by way of a special resolution. Accordingly, the approval of the shareholders of the Company is being sought by way of special resolution through postal ballot for the aforesaid transaction.

A copy of the Stock Purchase Agreement dated January 28, 2016 among ISGN Corporation, ISGN Solutions, Inc. and Firstsource Group USA, Inc. shall be available for inspection by the shareholders without any fee at the Registered Office and Corporate Office of the Company from 0930 hours to 1730 hours on all working days (except Saturdays) up to the date of declaration of results of the Postal Ballot.

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 special resolution for your approval.

Notes:

1. The Board of Directors of the Company has appointed Mr. Manish Gupta, Partner of RMG & Associates, Company Secretaries, in whole time practice with Membership No. FCS - 5123 and Certificate of Practice No. 4095 for conducting the postal ballot process in a fair and transparent manner.
2. The Postal Ballot Notice is being sent to all the members whose names appear in the register of members of the Company or in the statement of beneficial owners received from National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited as on Friday, March 25, 2016.
3. The members who have registered their e-mail addresses with the Company or their depository participants are being sent the Postal Ballot Notice alongwith related documents by e-mail and the same will be sent in physical form to the members who have not registered their e-mail addresses as specified above.
4. 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 Friday, March 25, 2016 will be entitled to vote on the resolution proposed to be passed by postal ballot. The voting rights of the members shall be reckoned in proportion to their share(s) in the total paid up equity share capital of the Company as on Friday, March 25, 2016.
5. The Company has also provided facility of voting through electronic means ("e-voting"). The Company has engaged NSDL to provide e-voting facility to the members of the Company. The members have the option to cast their vote either through e-voting or by physical Postal Ballot Form. A member can opt for only one mode of voting i.e. either through e-voting or by physical Postal Ballot Form. If a member casts vote(s) by both modes, then voting done through e-voting shall prevail and the voting done by physical Postal Ballot Form shall be treated as invalid.
6. The process of 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 e-voting. Please note that the password is an initial password.
   b) In case a member receives Postal Ballot Notice and Postal Ballot Form in physical form (for members whose email addresses are not registered with the Company/Depository Participants), the User ID and initial password for e-voting is provided at the bottom of the Postal Ballot Form attached with the Postal Ballot Notice.
   c) The below mentioned steps should be followed for casting the vote through e-voting (in both the cases mentioned at Sr. No. 6 (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 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. 6(a) above) or in physical form (as per Sr. No. 6(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. Now, you are ready for 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) Once the vote on the resolution is cast, the member shall not be allowed to change it subsequently.
      xi) In case of shares held by companies, societies, trusts, institutional members, etc., they are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter, Power of Attorney, etc., to the Scrutinizer through e-mail at scrutinizer@chambal.in, with a copy marked to evoting@nsdl.co.in.
   d) The e-voting period shall commence on **Monday, April 4, 2016 (0900 Hours) and ends on Tuesday, May 3, 2016 (1700 Hours).** At the end of the e-voting period, the e-voting facility shall be blocked by NSDL forthwith. The e-voting shall not be allowed after **May 3, 2016 (1700 Hours)**.
   e) 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 e-voting, the members may also contact Mr. Rajiv Ranjan, Assistant Manager, NSDL at the designated email IDs: evoting@nsdl.co.in or rajivr@nsdl.co.in (Telephone Nos. 022-24994600 / 022-24994738). 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
7. The procedure for casting the vote through physical Postal Ballot Form is as under:
   A) The members who have received the Postal Ballot Notice alongwith Postal Ballot Form in physical form should return the Postal Ballot Form duly completed and signed by posting the same to the scrutinizer through postage prepaid self-addressed business reply envelope (only for postage within India) being sent with the Postal Ballot Form.
   B) The members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download the Postal Ballot Form from the weblink– www.evoting.nsdl.com or the website of the Company i.e. www.chambalfertilisers.com and take a print thereof or seek a duplicate Postal Ballot Form from the Investors Service Centre of the Company at "Corporate One", 1st Floor, 5, Commercial Centre, Jasola, New Delhi-110025. Such Postal Ballot Form should be duly completed, signed and sent to the 'Scrutinizer C/o Chambal Fertilisers and Chemicals Limited, Corporate One, 1st Floor, 5, Commercial Centre, Jasola, New Delhi-110025'.
   C) The Postal Ballot Form deposited in person or sent by courier or registered / speed post at the expense of the members will also be accepted.
   D) The completed Postal Ballot Forms should reach the scrutinizer on or before **Tuesday, May 3, 2016 (upto 1700 Hours)** and the Postal Ballot forms received thereafter will be strictly treated as if the reply from the member has not been received.
   E) The members are requested to carefully read the instructions printed overleaf the Postal Ballot Form.
8. In case of any queries/ grievances connected with the voting by postal ballot including e-voting, the members may also contact Mr. R. K. Jain, Manager – Secretarial at the Corporate Office of the Company at "Corporate One", 1stFloor, 5, Commercial Centre, Jasola, New Delhi – 110025, Phone Nos. : 011-41697900 / 011-46581300, E-mail: isc@chambal.in, Fax: 011-40638679.
9. The Scrutinizer shall submit his report to the Chairman and in his absence to the Managing Director of the Company, after completion of scrutiny. The result of Postal Ballot shall be announced on Thursday, May 5, 2016 at 1500 hours at the Corporate Office of the Company at "Corporate One", 1stFloor, 5, Commercial Centre, Jasola, New Delhi- 110 025. The result of the Postal Ballot along with the scrutinizer's report will be hosted on the Company's website www.chambalfertilisers.com and the website of NSDL. The result of the Postal Ballot along with the scrutinizer's report shall also be displayed on the Notice Boards of the Company at its Registered Office and its Corporate Office at New Delhi (as per details mentioned above).The special resolution, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot Forms and e-voting i.e. Tuesday, May 3, 2016.

By order of the Board

Rajveer Singh
Assistant Vice President –
Legal & Secretary

Place : New Delhi
Date : March 14, 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. No. +91-11-46581300, 41697900; **Fax No.** +91-11-40638679
Email: isc@chambal.in **Website:** www.chambalfertilisers.com (CIN: L24124RJ1985PLC003293)

Postal Ballot Form

(To be returned to Scrutinizer appointed by the Company)

1. Name and Registered address of the sole / first named Member :

2. Name(s) of Joint Member(s), if any :

3. Registered Folio No./DP ID No./Client ID No. :

4. Number of Equity Shares held :

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated March 14, 2016 by sending my/our assent (FOR) or dissent (AGAINST) to the said Resolution by placing the tick (√) mark in the appropriate box below:

Description	No. of shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Special Resolution to approve the sale, assignment, transfer and delivery by ISGN Corporation, a material subsidiary of the Company, of its entire shareholding in ISGN Solutions, Inc. (a subsidiary of ISGN Corporation and downstream subsidiary of the Company) to Firstsource Group USA, Inc.			

Place :
Date :

(Signature of member)

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	Password

Note: Please read the instructions printed overleaf and the Postal Ballot Notice dated March 14, 2016 before exercising your vote.

Instructions:

i) A member desiring to exercise vote by postal ballot should complete this Postal Ballot Form and send it to the Scrutinizer by posting the enclosed postage prepaid self-addressed business reply envelope. Postage will be borne and paid by the Company. However, the Postal Ballot Form deposited in person or sent by courier or registered / speed post at the expense of the member will also be accepted.

ii) The Form should be completed and signed by the member (as per the specimen signature registered with the Company/Depository Participant). In case of joint holding, the Form should be completed and signed by the first named member and in his/her absence, by the next named member.

iii) There shall be one postal ballot for every folio / Client ID irrespective of the number of joint holders. The voting rights of members shall be reckoned in proportion to their shares in the total paid up equity share capital of the Company as on March 25, 2016.

iv) In case of shares held by companies, societies, trusts, institutional members, etc. duly completed Postal Ballot Form should be sent to the scrutinizer alongwith a certified true copy of the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote. Postal Ballot Form signed by the holder of Power of Attorney for and on behalf of a member must be accompanied by a certified copy of the Power of Attorney.

v) Members are requested not to send any other paper along with the Postal Ballot Form. Any extraneous paper attached with this Postal Ballot Form would be destroyed by the Scrutinizer.

vi) The duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than Tuesday, May 03, 2016 (upto 1700 Hours) and the Postal Ballot Forms received thereafter will be strictly treated as if the reply from the member has not been received.

vii) Kindly note that the members can opt only for one mode of voting i.e. either by Physical Postal Ballot Form or e-voting. If you are opting for e-voting then do not vote by physical Postal Ballot Form and *vice versa*. If a member casts vote(s) by both modes, then voting done through e-voting shall prevail and the voting done by Postal Ballot Form shall be treated as invalid.

viii) The members who have received Postal Ballot Notice by e-mail and wish to vote through physical Postal Ballot Form can download the Postal Ballot Form from the weblink – www.evoting.nsdl.com or the website of the Company i.e. www.chambalfertilisers.com and take a print thereof. The members can seek a duplicate Postal Ballot Form from the Investors Service Centre of the Company at "Corporate One", 1st Floor, 5, Commercial Centre, Jasola, New Delhi-110025. Such Postal Ballot Form should be duly completed, signed and sent to the 'Scrutinizer C/o Chambal Fertilisers and Chemicals Limited, Corporate One, 1st Floor, 5, Commercial Centre, Jasola, New Delhi-110025'.

ix) The Postal Ballot Form shall be considered invalid on any of the following grounds:

   a) It has not been signed by or on behalf of the Member;
   b) Signature on the form doesn't match the specimen signatures with the Company;
   c) It is not possible to determine without any doubt the assent or dissent of the member;
   d) Neither assent nor dissent is mentioned;
   e) Any competent authority has given directions in writing to the Company to freeze the voting rights of the member;
   f) The envelope containing the Postal Ballot Form is received after the last date prescribed; i.e. Tuesday, May 03, 2016 (upto 1700 hours);
   g) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
   h) The Postal Ballot Form is torn, defaced or mutilated in such a manner that the signature of the member could not be verified or it is difficult for the scrutinizer to identify the member or the number of votes cast or to ascertain whether the votes are for 'Assent' or 'Dissent', or one or more of these grounds;
   i) The member has made any amendment to the Resolution or imposed any condition while exercising his/ her vote.

x) The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.