CHAMBAL FERTILISERS AND CHEMICALS LIMITED

January 04, 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of Postal Ballot Notice dated December 22, 2015 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

Encl.: a/a

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

Chambal Fertilisers and Chemicals Limited

Registered office: Gadepan, District Kota, Rajasthan, India, PIN – 325 208
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 pursuant to the provisions of Section 180 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder and any other law for the time being in force and subject to such other approvals, consents, permissions and sanctions of any governmental or regulatory authorities or lenders as may be required, approval of the shareholders be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as **"Board"**) to sell, assign, transfer and deliver or cause to be sold, assigned, transferred and delivered, one or more than one or all five (5) ships/vessels of the Company or the entire shipping undertaking/ business of the Company together with all its assets and liabilities/ obligations of whatsoever nature and its employees, as a going concern on slump sale basis, or some other appropriate structure **("Proposed Transaction(s)")**, to the persons, companies, bodies corporate or other entities, and at a sale consideration and other terms and conditions as may be determined by the Board:

PROVIDED THAT the sale consideration for the Proposed Transaction(s) (before reducing / deducting the debts, loans or borrowings, if any, transferred to the buyer(s) as part of the Proposed Transaction(s)) shall not be less than the minimum sale consideration mentioned below:

Sr. No.	Name of the Ship/Vessel	Minimum Sale Consideration (USD million)
1.	Ratna Puja	25
2.	Ratna Shruti	33
3.	Ratna Shradha	33
4.	Ratna Namrata	33
5.	Ratna Shalini	38
	Total	162

PROVIDED FURTHER THAT the Audit Committee of the Board may, if it deems fit and necessary, consider, approve and recommend the sale of one or more than one or all five (5) ships / vessels or the entire shipping undertaking / business of the Company at a sale consideration lower than the minimum sale consideration mentioned above, if the market conditions and offers received from third parties so warrant, and the Board be and is hereby authorized to approve the Proposed Transaction(s) on such recommendation(s) of the Audit Committee, 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 expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise and approve the agreements, contracts and / or other transaction documents entered or to be entered into between the Company and the prospective buyer(s) (hereinafter collectively referred to as **"Transaction Documents"**) in respect of the Proposed Transaction(s) with an authority to the Board to amend, modify and/ or supplement the Transaction Documents.

RESOLVED FURTHER THAT the shareholders hereby ratify and accord their approval to all actions taken so far in regard to the Proposed Transaction(s), including the execution of the Transaction Documents, if any.

RESOLVED FURTHER THAT the Board 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 Board 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.

RESOLVED FURTHER THAT the Board 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, 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 and lenders, 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."

By order of the Board

Rajveer Singh
Assistant Vice President – Legal & Secretary

Place : New Delhi
Date : December 22, 2015

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

The Board of Directors at its meeting held on September 18, 2014 had constituted a Strategy Committee to evaluate the opportunities in non-core businesses of the Company including shipping business.

The Company owns and operates five (5) ships/ vessels and is engaged in transportation of crude oil / petroleum products. The ships/ vessels performed fairly well until 2009-10. Following the global financial crisis, the tanker freight markets turned negative in view of global recession. Although the current scenario seems to be stable, the outlook for shipping division is only seen as moderate in the mid-term and not very positive in the long term.

The Board of Directors has approved setting up of Brown field Ammonia-Urea project at Gadepan **("Gadepan – III Project")** at an approximate cost of USD 900 Million. The Company would be required to meet part of the cost of Gadepan – III Project through its own sources. Apart from internal accruals, monetization of non-core assets is one of the options available for part funding of Gadepan –III Project.

Based on the recommendations of the Strategy Committee and Audit Committee and considering the long term shipping business outlook and the requirement of funds for Gadepan – III Project, the Board of Directors at its meeting held on December 22, 2015 granted its in-principal approval for sale / disposal of one or more than one or all five (5) ships / vessels or the entire shipping undertaking / business of the Company and recommended the shareholders to authorize the Board of Directors in this regard.

In terms of Section 180(1)(a) of the Companies Act, 2013, approval of the shareholders is required by way of a special resolution for sale of one or more than one or all five (5) ships / vessels or the entire shipping business / undertaking of the Company. In terms of Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 such approval is required to be taken through postal ballot.

The value of ships is very volatile and may change over a period of time. Sometimes, there is a very small window of time for concluding the transaction. The minimum sale consideration mentioned in the resolution has been determined by the Board of Directors based on the recommendations of the Strategy Committee and the Audit Committee after keeping margin for decline in the value of ships / vessels in view of nature of assets and market conditions. In the event of decline in the market value of ships / vessels, the Company may have to dispose-off one or more than one or all five (5) ships / vessels or the entire shipping business/ undertaking of the Company at the sale consideration lower than the minimum sale consideration specified in the resolution. Thus, the Board of Directors should also be authorized to approve the transaction(s) at sale consideration lower than the minimum sale consideration specified in the resolution, based on the recommendations of the Audit Committee which may recommend such a course of action if the market conditions and offers received from third parties so warrant.

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 Thursday, December 31, 2015.
3. The members who have registered their e-mail addresses with the Company or their depository participants are being sent the Postal Ballot Notice along with 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 December 31, 2015 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 December 31, 2015.
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 **Friday, January 08, 2016 (0900 Hours) and ends on Saturday, February 06, 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 February 06, 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 No. 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) 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 **Saturday, February 06, 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, 1st Floor, 5, Commercial Centre, Jasola, New Delhi- 110025, Phone : 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 Monday, February 08, 2016 at 1500 hours at the Corporate Office of the Company at "Corporate One", 1st Floor, 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. Saturday, February 06, 2016.

By order of the Board

Rajveer Singh
Assistant Vice President –
Legal & Secretary

Place : New Delhi
Date : December 22, 2015

Chambal Fertilisers and Chemicals Limited

Registered office: Gadepan, District Kota, Rajasthan, India, PIN – 325 208
Corporate Office: "Corporate One", First Floor, 5, Commercial Centre, Jasola, New Delhi- 110 025
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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 December 22, 2015 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 authorize the Board of Directors of the Company to sell, assign, transfer and deliver one or more than one or all five (5) ships/vessels of the Company or the entire shipping undertaking/ business of the Company as a going concern on slump sale basis, or some other appropriate structure.			

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 December 22, 2015 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 December 31, 2015.

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 Saturday, February 06, 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.

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. Saturday, February 06, 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.