CHAMBAL FERTILISERS AND CHEMICALS LIMITED

August 18, 2018

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

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

Dear Sir,

Please find enclosed Notice of the Thirty-third Annual General Meeting of the Company scheduled to be held at 1030 Hours on Tuesday, September 18, 2018 in the Multi-purpose Hall at the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN - 325208.

You are requested to take the same on records.

Thanking You,

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

Rajveer Singh
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
Email : corporate@chambal.in • www.chambalfertilisers.com • CIN: L24124RJ1985PLC003293
Regd. Office : Gadepan, District Kota, Rajasthan - 325 208
Tel No : 91-744 - 2782915 ; Fax No.: 91-7455-274130

Chambal Fertilisers and Chemicals Limited

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

NOTICE

NOTICE is hereby given that the Thirty-third Annual General Meeting of the members of Chambal Fertilisers and Chemicals Limited will be held at 1030 Hours on Tuesday, September 18, 2018 in the Multi-purpose Hall at the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN-325 208 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
   a) the audited standalone financial statements of the Company for the financial year ended March 31, 2018 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, 2018 and report of the Auditors thereon.
2. To declare a dividend on equity shares for the financial year ended March 31, 2018.
3. To appoint Mr. Saroj Kumar Poddar (DIN: 00008654), who retires by rotation and, being eligible, offers himself for re-appointment, as a Director.

SPECIAL BUSINESS:

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

   ''**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024), appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the cost records of the Company, as applicable, for the financial year ending March 31, 2019, amounting to Rs. 1,00,000 (Rupees One Lakh Only) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.''

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

   ''**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (''Act'') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Vivek Mehra (DIN: 00101328), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing him as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from September 18, 2018 to September 17, 2023 and not liable to retire by rotation.''

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

   "RESOLVED THAT in supersession of the resolution passed by the members of the Company in this regard on September 18, 2014 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing, from time to time, any sum(s) of money, on such terms and conditions and with or without security, as the Board of Directors may think fit which, together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed for the time being the aggregate of the Company's paid-up share capital, free reserves and securities premium; provided that the total amount of money so borrowed by the Board of Directors shall not, at any time, exceed the limit of Rs. 10000 crore (Rupees Ten Thousand Crore).

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds and things (including delegation of this power) as may be necessary, desirable or expedient to give effect to this resolution.''

By order of the Board of Directors



New Delhi
August 8, 2018

Rajveer Singh
Vice President – Legal & Secretary

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. **Auditors**

The shareholders of the Company, at the Thirty-second Annual General Meeting held on September 15, 2017, had appointed M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/ N500016) as Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of Thirty-second Annual General Meeting till the conclusion of Thirty-seventh Annual General Meeting of the Company (subject to ratification of such appointment at every Annual General Meeting, if so required under the Companies Act, 2013). In pursuance of the relevant provisions of the Companies (Amendment) Act, 2017 made effective vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, Government of India, the provision under Section 139 of the Companies Act, 2013 related to ratification of appointment of auditors at every Annual General Meeting has been omitted. Accordingly, the ratification of appointment of Auditors of the Company at this Annual General Meeting is not required.

4. **Director proposed to be re-appointed**

Mr. Saroj Kumar Poddar, is retiring by rotation and, being eligible, offers himself for re-appointment, as a Director. The brief resume and other details of Mr. Saroj Kumar Poddar are as under:

Mr. Saroj Kumar Poddar (DIN: 00008654), Chairman of the Company, aged about 72 years, a gold medalist in B.Com (Hons.) from Calcutta University, is an eminent Industrialist of India. Mr. Poddar is also the Chairman of India's leading multi-business conglomerate Adventz Group. Mr. Poddar has been a pioneer in creating various seminal projects including joint ventures (JV) with leading international corporations. The most notable of these ventures are Hettich India Private Ltd (a JV with the Hettich Group of Germany) and MCA Phosphates Pte. Ltd. (a JV with Mitsubishi Corporation, Japan). Mr. Poddar was also instrumental in promoting Gillette India Limited (a venture with the Gillette Company of USA) and he was founder Chairman since 1984, before relinquishing the position in December 2013.

A recipient of the Rashtriya Samman from the Central Board of Direct Taxes, Mr. Poddar is a keen collector of contemporary Indian art and involved in the promotion and development of art, culture and sports. He is currently involved in setting up a museum in Delhi with the theme 'India through the ages'. The museum will be named as 'K.K. Birla Academy' in the fond memory of Late Dr. K.K. Birla.

Having served as President of Federation of Indian Chambers of Commerce and Industry (FICCI) and International Chamber of Commerce in India, Mr. Poddar has been appointed by Government of India on the Board of Trade - the highest body on trade and on the Court of the Indian Institute of Science, Bangalore. Mr. Poddar has also served for a decade as a member of the Board of Governors of the Indian Institute of Technology, Kharagpur and also on local Board of the Reserve Bank of India. He was also on the Advisory Board of one of the most reputed investment brokers, M/s N M Rothschild & Sons (India) Pvt. Limited.

Mr. Poddar is the Chairman of India-Saudi Arabia Joint Business Council and Member of the Indo-French CEO Forum and Indo-Israeli CEO Forum.

The details of other Indian companies in which Mr. Saroj Kumar Poddar is a Director as on June 30, 2018, are as under:

S. No.	Name of the Company	S. No.	Name of the Company
1.	Adventz Finance Private Limited	7.	Lionel India Limited
2.	Adventz Homecare Private Limited	8.	Paradeep Phosphates Limited
3.	Ethan Allen India Private Limited	9.	Texmaco Infrastructure & Holdings Limited
4.	Forte Furniture Products India Private Limited	10.	Texmaco Rail & Engineering Limited
5.	Hepo India Private Limited	11.	Zuari Agro Chemicals Limited
6.	Hettich India Private Limited	12.	Zuari Global Limited

The details of Mr. Saroj Kumar Poddar's Chairmanship / Membership of the Committees of Indian Public Companies as on June 30, 2018 are as under:

Name of the Company	Name of the Committee	Position held
Paradeep Phosphates Limited	Nomination and Remuneration Committee	Member

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

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

Mr. Saroj Kumar Poddar is holding 7,06,128 equity shares in the Company. Mr. Saroj Kumar Poddar is not a relative (as defined 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 4 Board meetings out of 5 Board meetings held during the financial year 2017-18. During the financial year 2017-18, the Company has paid commission of Rs. 5,00,000 to Mr. Saroj Kumar Poddar for the financial year 2016-17. The Company has paid sitting fee of Rs. 2,00,000 to him during the financial year 2017-18 and commission of Rs. 5,00,000 is payable to him for the said financial year.

5. **E-voting Facility**

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

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

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

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

5.4.1 Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/

5.4.2 Once the home page of Remote E-voting system is launched, click on the icon ''Login'' which is available under ''Shareholders'' section.

5.4.3 A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to cast your vote electronically.

5.4.4 The User ID details are given below:

Manner of holding shares	User ID
(i) For members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******
(ii) For members who hold shares in demat account with Central Depository Services (India) Limited (''CDSL'')	16 Digit Beneficiary ID For example if your Beneficiary ID is 12**********then your user ID is 12**********
(iii) For members holding shares in Physical Form	EVEN (E-Voting Event Number) of the Company followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5.4.5 Password details are given below:

(i) If a member is already registered with NSDL for Remote E-voting, then he / she can use his / her existing password to login and cast vote.

(ii) If a member is using NSDL e-voting system for the first time, he / she needs to retrieve the 'initial password' in the following manner:

(a) The members, whose e-mail addresses are registered with the Company/Depository Participants, shall receive an e-mail alongwith a PDF file attached therewith. The member should open the PDF file attached with the e-mail. The said PDF file contains his/ her user ID and password for Remote E-voting. The password to open the PDF file is member's 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account and folio number for shares held in physical form.

(b) The Notice of AGM is sent in physical form to the members whose email addresses are not registered with the Company/Depository Participants. In such case, the User ID (as mentioned above) and initial password for Remote E-voting is provided in the attendance slip attached with this Notice.

Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

5.4.6 If you are unable to retrieve or have not received the ''Initial password'' or have forgotten your password:

(i) Click on ''**Forgot User Details/Password?**'' option (if you are holding shares in your demat account with NSDL or CDSL) and click on ''**Physical User Reset Password?**'' option (if you are holding shares in physical mode). These options are available on www.evoting.nsdl.com.

(ii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

5.4.7 After entering your password, tick on Agree to ''Terms and Conditions'' by selecting on the check box.

5.4.8 Now, you will have to click on ''Login'' button and thereafter Home page of e-Voting will open.

5.4.9 After successful login, the below mentioned steps should be followed for casting the vote through Remote E-voting:

i) On the Home page of e-Voting, click on ''e-Voting''. Then, click on ''Active Voting Cycles''.

ii) Select ''EVEN'' of Chambal Fertilisers and Chemicals Limited. Now, you are ready for Remote E-voting as the Voting page opens.

iii) Cast your vote by selecting appropriate option i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on ''Submit'' and also ''Confirm'' when prompted.

iv) Upon confirmation, the message ''Vote cast successfully'' will be displayed.

v) 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.

vi) You can also take print of the votes cast by you by clicking on the print option on the confirmation page.

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

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

5.5 The Remote E-voting period shall commence at **0900 Hours on Friday, September 14, 2018** and ends at 1**700 Hours on Monday, September 17, 2018**. 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 1700 Hours on September 17, 2018.

5.6 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 11, 2018** only shall be entitled to avail the facility of Remote E-voting as well as voting in the AGM. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

5.7 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 11, 2018.**

5.8 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 download 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 Ms. Pallavi Mhatre, Assistant Manager, NSDL at the designated email IDs: evoting@nsdl.co.in or pallavid@nsdl.co.in (Telephone No. 022-24994545) 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, Fax : 011-40638679, E-mail: isc@chambal.in.

5.9 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 11, 2018**, 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.

5.10 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 and Certificate of Practice No. 4095) and in his absence, Mr. Manoj Maheshwari, Partner, V.M. & Associates, Company Secretaries in whole time practice (Membership No. FCS 3355 and Certificate of Practice No. 1971), to scrutinise the voting at AGM and Remote E-voting process in a fair and transparent manner.

5.11 The scrutiniser 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 Scrutiniser shall make, not later than 48 Hours of conclusion of the AGM, a consolidated scrutiniser's report and submit the same to the Chairman of AGM or any other person authorized by him in writing who shall countersign the same and declare the results 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 scrutiniser's report shall be placed on the Company's website www.chambalfertilisers.com and on the website of NSDL immediately after the results are declared.

6. Book Closure

The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, August 28, 2018 to Thursday, August 30, 2018 (both days inclusive) for the purpose of payment of dividend on equity shares, if declared at the AGM.

7. Certificate from Auditors

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

8. Payment of Dividend

The dividend on equity shares for the financial year ended March 31, 2018, if declared by the members, will be paid within thirty days of declaration by members:

(i) in respect of shares held in physical form, to those members whose names appear in the Register of Members of the Company on Thursday, August 30, 2018, after giving effect to all valid share transfer documents lodged with the Company on or before Monday, August 27, 2018.

(ii) in respect of shares held in electronic form, to those beneficial owners whose names appear in the statements of beneficial ownership furnished by NSDL and CDSL as at the end of business on Monday, August 27, 2018.

The members are hereby informed that the Company is required to 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. During the financial year 2017-18, the Company has transferred unclaimed dividend for the financial year 2009-10 to IEPF.

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, 2017, 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
2010-11	16.09.2011	18.10.2018
2011-12	14.09.2012	15.10.2019
2012-13	13.09.2013	14.10.2020
2013-14	18.09.2014	19.10.2021
2014-15	15.09.2015	18.10.2022
2015-16	22.09.2016	25.10.2023
2016-17	15.09.2017	15.10.2024

The members are advised to send their requests for payment of unpaid dividend pertaining to the financial years 2010-11 through 2016-17 to our Share Transfer Agent at New Delhi for payment before the same becoming due for transfer to IEPF.

9. Transfer of shares to IEPF

The members may kindly note that pursuant to the provisions of Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (''IEPF Rules''), all shares in respect of which dividend has remained unclaimed/unpaid for seven consecutive years or more shall be transferred by the Company to the demat account of Investor Education and Protection Fund Authority (''IEPF Authority''). During the financial year ended March 31, 2018, the Company has transferred 35,02,612 equity shares to the demat account of IEPF Authority in respect of which dividend has remained unpaid/ unclaimed for the last seven years.

The members, whose unclaimed dividend and / or shares have been transferred to IEPF/ IEPF Authority, may claim the refund of dividend and / or shares, as the case may be, from IEPF/IEPF Authority by submitting an application in Form No. IEPF-5 available on www.iepf.gov.in and following the procedure mentioned at the said website and in IEPF Rules.

In pursuance of the IEPF Rules, the Company has communicated individually to the concerned shareholders whose shares are liable to be transferred to IEPF during the financial year 2018-19. The Company has also uploaded details of such shareholders and shares due for transfer to IEPF on its website at www.chambalfertilisers.com under the section ''Investors & Policies''.

10. Updation of Permanent Account Number (PAN) and Bank details and discontinuation of transfer of shares in physical form

10.1 As per circular dated April 20, 2018 issued by the Securities and Exchange Board of India (''SEBI''), the listed companies are required to obtain copy of PAN card and bank account details (original cancelled cheque leaf / attested bank passbook showing the name of account holder) of all securities holders holding shares in physical form. Accordingly, the Share Transfer Agent of the Company has communicated individually to the shareholders of the Company who are holding shares in physical form to submit the aforesaid documents alongwith the duly filled-in format sent with the said communication, for updation of records. The members holding shares in physical form, who have not yet submitted these documents to the Company / Share Transfer Agent, are requested to submit the same to the Share Transfer Agent of the Company.

10.2 In pursuance of SEBI notification dated June 8, 2018, with effect from December 5, 2018, requests for transfer of shares shall not be processed unless the shares are held in dematerialized form with a depository. However, transmission or transposition of shares in physical form shall continue to be allowed. Therefore, the members holding equity shares of the Company in physical form are advised to dematerialise their shareholding.

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

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

12. Share Transfer Agent

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

M/s. Zuari Finserv Private Limited,
Share Transfer Agents
''Corporate One'', 1st Floor, 5, Commercial Centre
Jasola, New Delhi – 110 025
Tel: 011 – 46581300, 41697900
Fax: 011 – 40638679
E-mail: rta@adventz.zuarimoney.com

13. The attendance slip and route map (including prominent land mark) for easy location of the venue of AGM is attached with this Notice. The Notice of AGM (including the route map) and Annual Report 2017-18 will be available on the website of the Company at www.chambalfertilisers.com. The physical copies of these documents will also be available at the Registered Office and Corporate Office of the Company for inspection from 0930 Hours to 1730 Hours on all working days (except Saturdays).

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

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

16. 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.

17. Pick-up Coach Facility

For the convenience of members intending to attend the AGM scheduled to be held at 1030 Hours on September 18, 2018, the Company will provide transport from Kota to Gadepan and back. The pick-up coach will leave from ''Sahyog Bhawan'', 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. 4

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 Auditor for conducting audit of the cost records of the Company, as applicable, for the financial year 2018-19 at a fee of Rs. 1,00,000 plus applicable taxes and reimbursement of out of pocket expenses.

In pursuance of the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the shareholders of the Company. Accordingly, the consent of the shareholders is sought for ratification of the remuneration payable to the Cost Auditor for the financial year 2018-19.

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

The Board of Directors commends the resolution set out at Item No. 4 of the Notice for approval of members.

Item No. 5

In pursuance of Section 149 of the Companies Act, 2013 (''Act'') read with Schedule IV to the Act, the appointment of an independent director requires approval of the members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors made a recommendation to the

shareholders of the Company for appointment of Mr. Vivek Mehra (DIN: 00101328) as an Independent Director of the Company for a period of 5 (five) years. The Company has received notice in writing from a member under the provisions of Section 160 of the Act, proposing the candidature of Mr. Vivek Mehra for the office of Director.

The Company has received in writing from Mr. Vivek Mehra (i) consent to act as Director of the Company; (ii) intimation to the effect that he is not disqualified from being appointed as Director in terms of Section 164(2) of the Act; and (iii) declaration that he meets the criteria of Independence as specified under Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (''Listing Regulations'') and he is not debarred from holding the office of Director of the Company by virtue of any order of Securities and Exchange Board of India or any other such authority.

Mr. Vivek Mehra aged about 63 years, is a commerce graduate from Sri Ram College of Commerce, University of Delhi and a fellow member of the Institute of Chartered Accountants of India. Mr. Mehra has a consulting experience of over 38 years in tax and regulatory aspects of mergers and acquisitions focusing on cross border investment and transaction structuring. He has held various leadership and client servicing roles in PricewaterhouseCoopers Pvt. Ltd. before his retirement in March 2017.

Mr. Mehra was a Director on the Board of Union Bank of India and Punjab & Sind Bank. He was also member of Steering Committee and National Executive Committee of the Federation of Indian Chambers of Commerce and Industry.

The details of Indian companies in which Mr. Vivek Mehra is a director are as under:

S. No.	Name of the Company	S. No.	Name of the Company
1.	Bharat Hotels Limited	5.	Grassroot Trading Network for Women
2.	Clean Solar Power (Hiriyur) Private Limited	6.	HT Media Limited
3.	DLF Limited	7.	Jubilant Life Sciences Limited
4.	Embassy Office Parks Management Services Private Limited	8.	Support Services Management (India) Private Limited

The details of Mr. Vivek Mehra's Chairmanship / Membership of the Committees of Indian Public Companies are as under:

S. No.	Name of the Company	Name of the Committee	Position held
1.	Bharat Hotels Limited	Audit Committee	Member
2.	DLF Limited	Audit Committee	Member
3.	HT Media Limited	Audit Committee	Member
4.	Jubilant Life Sciences Limited	Audit Committee	Member
		Nomination, Remuneration and Compensation Committee	Member

Mr. Vivek Mehra does not hold any shares in the Company and he is not a relative (as defined under the Companies Act, 2013 and Rules thereunder) of any Director or Key Managerial Personnel of the Company.

Considering the qualification and experience of Mr. Vivek Mehra, his appointment as Independent Director shall immensely benefit the Company. In the opinion of the Board of Directors, Mr. Vivek Mehra fulfils the conditions for appointment as Independent Director as specified in the Act, the Rules made thereunder and the Listing Regulations and he is independent of the management of the Company.

The approval of the members is being sought for appointment of Mr. Vivek Mehra as Independent Director of the Company to hold office for a term of 5 (five) consecutive years effective from approval by the members in this Annual General Meeting. If appointed, he shall be entitled to receive sitting fee for attending the meetings of the Board of Directors and Committees thereof and commission within the limits approved by the members. The other terms and conditions of appointment of Mr. Vivek Mehra shall be as per his letter of appointment. The draft letter of appointment of Mr. Vivek Mehra as Independent Director setting out terms and conditions of his appointment and the documents referred above shall be available at the Registered Office of the Company and the copies thereof shall be available at the Corporate Office of the Company, for inspection by the members, without any fee, from 0930 Hours to 1730 Hours on all working days (except Saturdays) upto the date of Annual General Meeting. The said draft letter of appointment and the documents referred above shall also be available for inspection by the members, without any fee, at the Annual General Meeting.

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

The Board of Directors commends the resolution set out at Item No. 5 of the Notice for approval of members.

Item No. 6

The shareholders of the Company at the Annual General Meeting held on September 18, 2014 had authorised the Board of Directors to borrow from time to time any sum of money which, together with money(s) already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of paid up share capital of the Company and its free reserves provided that the total amount of money(s) so borrowed by the Board of Directors shall not, at any time, exceed the limit of Rs. 7500 crore.

The implementation of new Urea plant at Gadepan at a cost of approximately USD 900 Million (''Gadepan - III Plant'') is in progress. The commercial production of Urea from Gadepan- III Plant is expected to start as per schedule during the financial year 2018-19. Considering the existing borrowing arrangements made by the Company and the funding requirements of the Company post implementation of Gadepan- III Plant and in order to have flexibility in terms of tenure and type of borrowings / borrowing instruments to meet the funding requirements of the Company from time to time, it is proposed to increase the borrowing limit of the Board of Directors of the Company to Rs. 10,000 crore.

In pursuance of the provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, it is proposed to seek approval of the shareholders by way of special resolution for the above-mentioned purpose.

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

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

By order of the Board of Directors



New Delhi
August 8, 2018

Rajveer Singh
Vice President – Legal & Secretary

Chambal Fertilisers and Chemicals Limited

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

PROXY FORM

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

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

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

1. Name:	2. Name:	3. Name :
Address:	Address:	Address :
E-mail Id:	E-mail Id:	E-mail Id :
Signature: ……..…….…,or failing him/her	Signature: ……..…….…,or failing him/her	Signature: ……..……..

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Thirty-third Annual General Meeting of the Company, to be held on the 18th day of September, 2018 at 10.30 a.m. in the Multi-purpose Hall at the Registered Office of the Company at Gadepan, District 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 standalone financial statements of the Company for the financial year ended March 31, 2018 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, 2018 and report of the Auditors thereon.		
2.	Declaration of dividend on equity shares for the financial year ended March 31, 2018.		
3.	Appointment of Mr. Saroj Kumar Poddar, who retires by rotation and, being eligible, offers himself for re-appointment, as a Director.		
4.	Ratification of remuneration payable to M/s. K.G. Goyal & Associates, Cost Auditor.		
5.	Appointment of Mr. Vivek Mehra as an Independent Director of the Company for a term of five consecutive years from September 18, 2018 to September 17, 2023.		
6.	Approval of the borrowing powers/ limits of the Board of Directors of the Company.		

Signed this ……day of ……..…….2018

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 the resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.
2. **This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 Hours before the commencement of the Meeting.**
3. The Proxy form should be signed as per specimen signature registered with the Share Transfer Agents or Depository Participant, as the case may be.

CHAMBAL FERTILISERS AND CHEMICALS LIMITED

Registered Office: Gadepan, Distt. Kota, Rajasthan, PIN - 325 208, India, Tel No. : 0744-2782915, Fax No. : 07455-274130
Corporate Office : "Corporate One", 1st Floor, 5, Commercial Centre, Jasola, New Delhi - 110025
Tel Nos. : +91-11-46581300, 41697900, **Fax No. :** +91-11-40638679,
E-mail : isc@chambal.in, **Website :** www.chambalfertilisers.com, (**CIN :** L24124RJ1985PLC003293)

33rd ANNUAL GENERAL MEETING
ATTENDANCE SLIP

Name & Registered Address of the Member

Ledger Folio No./DP ID/ Client ID :

No. of Share(s) :

Joint holder(s) :

I/ We hereby record my/our presence at the 33rd Annual General Meeting of the Company in the Multi-purpose Hall at the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN - 325208 at 1030 Hours on Tuesday, September 18, 2018.

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

MAP OVERLEAF

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
108927		

CHAMBAL FERTILISERS AND CHEMICALS LIMITED
E-COMMUNICATION REGISTRATION FORM

Folio No. (FOR PHYSICAL SHARES) :_____

Name of 1st Registered Holder :_____

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

Registered Address :_____

E-mail ID (for receiving communication / documents in electronic form) :_____

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:_____

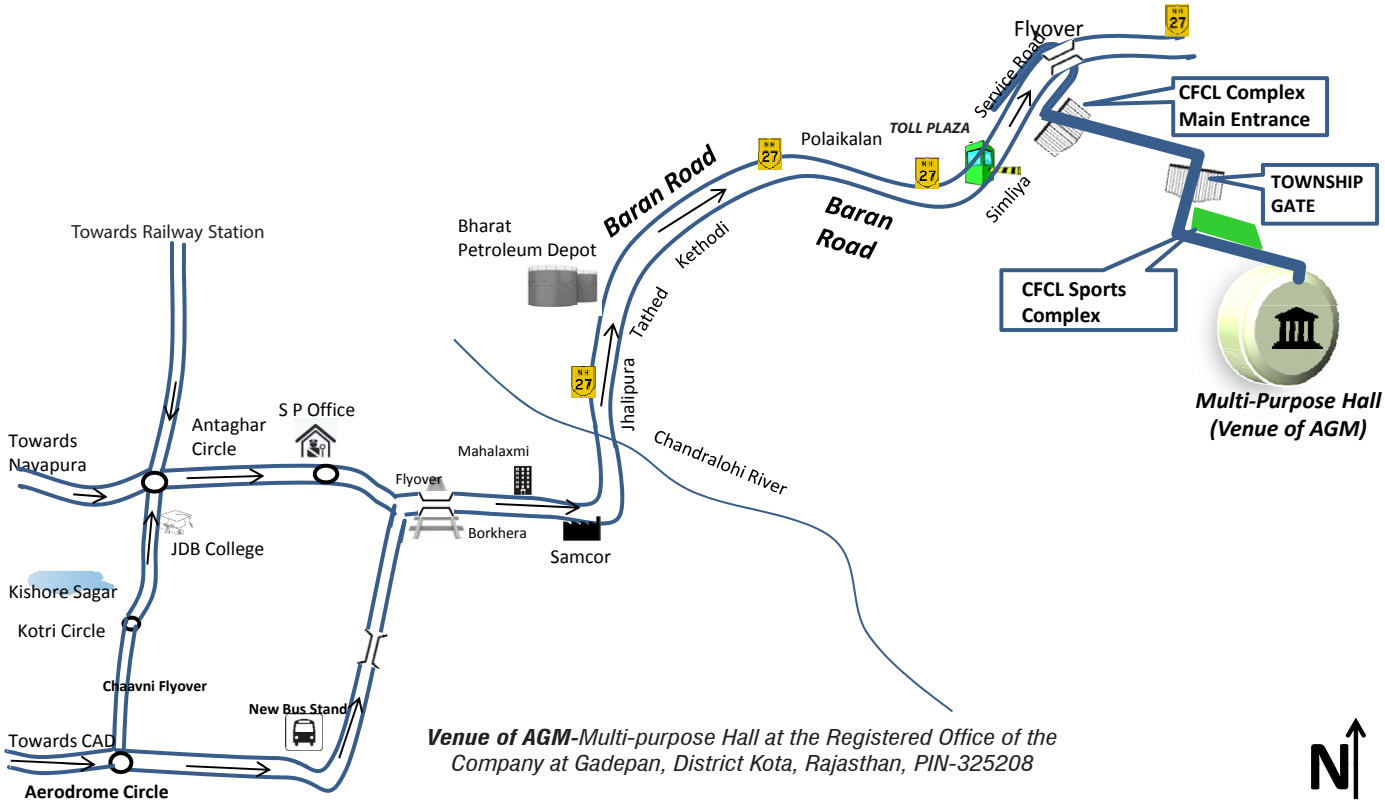
Note: Shareholder(s) is/are requested to keep the Company informed as and when there is any change in the e-mail address. In case, shares are held in electronic form, kindly register your e-mail particulars with your Depository Participant.

Kota

To Anta / Baran

Chambal Fertilisers and Chemicals Limited (CFCL)

Route Map for Venue of 33rd Annual General Meeting (AGM)



***Venue of AGM**-Multi-purpose Hall at the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN-325208*