



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-fourth Annual General Meeting of the members of Chambal Fertilisers and Chemicals Limited will be held at 1030 Hours on Saturday, September 28, 2019 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, 2019 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, 2019 and report of the Auditors thereon.
2. To declare a dividend on equity shares for the financial year ended March 31, 2019.
3. To appoint Mr. Shyam Sunder Bhartia (DIN: 00010484), 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 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Anil Kapoor (DIN: 00032299) as Managing Director of the Company for a period from February 16, 2020 to April 15, 2021, not liable to retire by rotation, on such terms and conditions including remuneration as set out in the statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the notice of this Annual General Meeting ("Explanatory Statement") with the authority to the Board of Directors of the Company to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine, from time to time, such increments and performance bonus payable to Mr. Anil Kapoor, Managing Director as it may deem fit and proper, within the limits specified in the Explanatory Statement and to do and perform all such acts, deeds and things and take all such steps, as may be necessary, expedient or incidental to give effect to this resolution."

5. 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, 2020, 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."

By order of the Board of Directors

Rajveer Singh

Vice President – Legal & Secretary

New Delhi

August 26, 2019

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

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

Mr. Shyam Sunder Bhartia (DIN: 00010484), aged about 66 years, holds Bachelor's degree from St. Xavier's College, University of Calcutta and a fellow member of the Institute of Cost Accountants of India. A leading industrialist of India, he has a rich industrial experience of over 40 years. The functional areas of expertise of Mr. Bhartia include pharmaceuticals and speciality chemicals, food, oil & gas and aerospace sectors.

Mr. Bhartia had been associated with various institutions and had served as a member of Board of Governors of Indian Institute of Technology, Mumbai and Indian Institute of Management, Ahmedabad. He had also served as member of Executive Committee of Federation of Indian Chambers of Commerce and Industry (FICCI) and Confederation of Indian Industry (CII) and was also a member of Task Force on Chemicals appointed by the Government of India.

The details of other Indian companies in which Mr. Shyam Sunder Bhartia is a Director as on July 31, 2019, are as under:

S. No.	Name of the Company
1.	HSSS Investment Holding Private Limited
2.	Jubilant Bhartia Foundation
3.	Jubilant Capital Private Limited
4.	Jubilant Enpro Private Limited
5.	Jubilant Foodworks Limited*
6.	Jubilant Life Sciences Limited*
7.	SBS Trustee Company Private Limited
8.	SBSSB Realty Trustee Co Private Limited
9.	SPB Trustee Company Private Limited
10.	SS Trustee Company Private Limited
11.	SSB Consultants & Management Services Private Limited
12.	SSBPB Investment Holding Private Limited
13.	SSBSB Realty Trustee Co Private Limited
14.	SSP Trustee Company Private Limited
15.	VAM Holdings Limited

*Listed entity

The details of Mr. Shyam Sunder Bhartia's Chairmanship / Membership of the Committees of the Board of Directors of Indian Companies as on July 31, 2019 are as under:

S. No.	Name of the Company	Name of the Committee	Position held
1.	Jubilant Foodworks Limited	Nomination, Remuneration and Compensation Committee	Member
		Sustainability and Corporate Social Responsibility Committee	Member
		Regulatory and Finance Committee	Chairman
		Risk Management Committee	Member
2.	Jubilant Life Sciences Limited	Stakeholders Relationship Committee	Member
		Sustainability & CSR Committee	Member
		Nomination, Remuneration & Compensation Committee	Member
		Finance Committee	Chairman
		Capital Issue Committee	Chairman
		Fund Raising Committee	Chairman

S. No.	Name of the Company	Name of the Committee	Position held
3.	SSB Consultants & Management Services Private Limited	Corporate Social Responsibility Committee	Member
4.	Vam Holdings Limited	Stakeholders Relationship Committee	Member
5.	Chambal Fertilisers and Chemicals Limited	Banking and Finance Committee	Chairman
		Risk Management Committee	Chairman
		Strategy Committee	Member

Mr. Shyam Sunder Bhartia has not been debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India or any other such authority.

If appointed, Mr. Shyam Sunder Bhartia shall be liable to retire by rotation. Mr. Shyam Sunder Bhartia does not hold any equity 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. He was first appointed on the Board of Directors of the Company with effect from February 13, 1995. He had attended all the 4 meetings of the Board of Directors of the Company held during the financial year 2018-19. The Company had not paid any sitting fee or commission to Mr. Shyam Sunder Bhartia during the financial year 2018-19 as he had opted out from receiving any sitting fee and commission from the Company.

4. E-voting Facility

4.1 The Company is providing to its members a facility to exercise their right to vote on resolutions proposed to be considered at the Thirty-fourth 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").

4.2 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.

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

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

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

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

4.4.3 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.

4.4.4 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 111377 then user ID is 111377001***

4.4.5 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.

4.4.6 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 Permanent Account Number, your name and your registered address.
- (iii) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

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

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

4.4.9 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 Scrutinizer by e-mail at scrutinizer@chambal.in, with a copy marked to evoting@nsdl.co.in

4.5 The Remote E-voting period shall commence at **0900 Hours on Tuesday, September 24, 2019** and ends at **1700 Hours on Friday, September 27, 2019**. 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 27, 2019.

4.6 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 21, 2019** 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.

- 4.7 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 21, 2019**.
- 4.8 In case of any queries, you may refer the Frequently Asked Questions (FAQs) on e-voting 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, Manager, NSDL at the designated email IDs: evoting@nsdl.co.in or pallavid@nsdl.co.in (Telephone No. 022-24994545) or Mr. Shyamal Kumar Choudhury, Assistant 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
- 4.9 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 21, 2019**, 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.
- 4.10 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.
- 4.11 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.

5. Book Closure

The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 10, 2019 to Thursday, September 12, 2019 (both days inclusive) for the purpose of payment of dividend on equity shares, if declared at the AGM.

6. Certificate from Auditors

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

7. Payment of Dividend

The dividend on equity shares for the financial year ended March 31, 2019, 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, September 12, 2019, after giving effect to all valid share transfer documents re-lodged with the Company on or before Monday, September 9, 2019; and
- (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, September 9, 2019.

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 2018-19, the Company has transferred unclaimed dividend for the financial year 2010-11 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 18, 2018, 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
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
2017-18	18.09.2018	21.10.2025

The members are advised to send their requests for payment of unpaid dividend pertaining to the Financial Years 2011-12 through 2017-18 to the Company's Share Transfer Agent at New Delhi for payment before the same becoming due for transfer to IEPF.

8. 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, 2019, the Company has transferred 4,25,376 equity shares to the demat account of IEPF Authority in respect of which dividend has remained unpaid/ unclaimed for the last seven years. 39,26,788 equity shares of the Company were lying in the demat account of IEPF Authority as on March 31, 2019.

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 2019-20. 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".

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

9.1 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.

9.2 In pursuance of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, except in case of transmission or transposition of shares, the processing of requests for effecting transfer of shares held in physical form is not allowed with effect from April 1, 2019. SEBI vide its press release dated March 27, 2019 clarified that the transfer deed(s) once lodged prior to deadline of April 1, 2019 and returned due to deficiency in the document may be re-lodged for transfer even after the deadline of April 1, 2019. Therefore, the members holding equity shares of the Company in physical form are advised to dematerialise their shareholding.

10. 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 e-mail 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.

11. Share Transfer Agent

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

Zuari Finserv 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

12. 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 2018-19 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.

13. 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.

14. The 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 up to the date of AGM. The documents referred in this Notice shall also be available for inspection, without any fee, at the AGM.

15. 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.

16. Pick-up Coach Facility

For the convenience of members intending to attend the AGM scheduled to be held at 1030 Hours on September 28, 2019, 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 members of the Company, at the Annual General Meeting held on September 22, 2016, approved re-appointment of Mr. Anil Kapoor (DIN: 00032299), as Managing Director of the Company for a period of three years with effect from February 16, 2017. On the recommendations of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 10, 2019 has re-appointed Mr. Anil Kapoor as Managing Director of the Company for a period from February 16, 2020 to April 15, 2021, subject to the approval of the members of the Company.

Mr. Anil Kapoor, aged about 66 years, is B.Tech from Indian Institute of Technology, New Delhi and M.S. in Chemical Engineering from State University of New York, USA. Mr. Kapoor started his career with Hindustan Petroleum Corporation Limited (erstwhile Esso India). He joined ICI India Limited in 1983 and handled hardcore engineering / plant operations during his tenure of around 7 years with ICI India Limited. Mr. Kapoor worked for around 5 years as Vice President – Technical with Cabot India Limited where he was responsible for entire plant operations including maintenance, logistics, etc. He has vast experience in the diverse fields of projects, operations, marketing, finance, strategic planning, logistics, etc. Mr. Anil Kapoor joined the Company in the Year 2000 as Vice President – Strategic Planning and he is Managing Director of the Company since February 16, 2007.

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

- I. **Tenure of re-appointment:** From February 16, 2020 to April 15, 2021.
- II. **Salary & Allowances:**
 - (i) Basic salary of Rs. 16,75,000 per month in the range of Rs. 16,75,000 to Rs. 21,00,000 per month;
 - (ii) Special allowance of Rs. 1,00,000 per month in the range of Rs. 1,00,000 to Rs. 3,00,000 per month;
 - (iii) The annual increments may be determined by the Board of Directors of the Company;
 - (iv) The Company shall provide fully furnished accommodation or house rent allowance equivalent to 60% of the basic salary alongwith furnishings provided and maintained by the Company;
 - (v) Performance bonus may be determined by the Board of Directors from time to time; Provided that the maximum performance bonus paid/ payable in respect of a Financial Year shall not exceed the amount equivalent to 18 months' basic salary (calculated based on the last drawn basic salary); and
 - (vi) Settlement allowance equivalent to 6 months' last drawn basic salary shall be payable to the Managing Director at the expiry or termination of his tenure or extended tenure, if any, as the case may be.
- III. **Perquisites and other Benefits:**
 - (i) Two Company provided and maintained air conditioned cars with two chauffeurs;
 - (ii) Reimbursement of medical expenses for self, wife and dependent children on actual basis;
 - (iii) Repair and maintenance expenses of residence equivalent to one and half month's lease rent or house rent allowance, per annum, payable quarterly on proportionate basis;
 - (iv) Telephone alongwith internet facility at residence and mobile phone, at the Company's expense;
 - (v) Reimbursement of actual expenses incurred on electricity/ gas/water at his residence;
 - (vi) Group health insurance cover and life insurance cover as per the policy of the Company;
 - (vii) Mr. Anil Kapoor shall continue to be eligible for all the benefits of the stock options granted to him as per and under CFCL Employees Stock Option Scheme 2010; and
 - (viii) In addition to the above, all other perquisites and benefits including leave travel assistance, gratuity, employer's contribution to provident fund and superannuation fund /national pension system, club fee (not more than two clubs), technical literature allowance, entertainment allowance, long service awards, paid leaves and encashment of unavailed leaves, meal coupons, etc., as applicable to the senior management employees as per the policy of the Company, shall be applicable and allowed to the Managing Director.
- IV. The payment of remuneration to Mr. Anil Kapoor, Managing Director shall be within the overall limit of 5% of the net profits of the Company in terms of Section 197(1) of the Companies Act, 2013.
- V. Either of the parties to the contract may terminate the contract by giving the other party three months' notice in writing.
- VI. If Mr. Anil Kapoor ceases to hold office of Managing Director due to any reason whatsoever, he shall immediately cease to be a director of the Company.

The Company has not defaulted in the payment of dues to any bank or public financial institution or non-convertible debenture holders, or any other secured creditor.

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

Mr. Anil Kapoor is on the Board of Directors of Indo Maroc Phosphore S.A. - IMACID, a Joint Venture of the Company in Morocco. He is also on the Board of The Fertiliser Association of India and member of National Executive Committee of Federation of Indian Chambers of Commerce and Industry.

Mr. Anil Kapoor is not a Director of any listed entity other than the Company. He is a Director of Chambal Infrastructure Ventures Limited and India Steamship Limited (Under Liquidation), subsidiaries of the Company. Mr. Anil Kapoor is member of Stakeholders Relationship Committee, Risk Management Committee, Banking and Finance Committee, Project Monitoring Committee, Corporate Social Responsibility Committee and Strategy Committee of the Board of Directors of the Company.

Mr. Anil Kapoor has not been debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India or any other such authority.

Mr. Anil Kapoor holds 11,500 equity shares in the Company and he is not related to any other Director or Key Managerial Personnel of the Company. He was first appointed on the Board of Directors of the Company with effect from February 16, 2007. He has attended all the 4 meetings of the Board of Directors held during the Financial Year 2018-19. The details of remuneration paid to Mr. Anil Kapoor during the Financial Year 2018-19 are as under:

(Amount in Rs.)

Salary	Performance Bonus	Perquisites	Retirement Benefits	Total
3,10,73,351	1,54,00,000	44,27,078	23,74,259	5,32,74,688

Save and except Mr. Anil Kapoor, 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

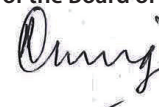
The Board of Directors, on the recommendation of Audit Committee, had approved the appointment of M/s. K. G. Goyal & Associates, Cost Accountants, as Cost Auditor for conducting audit of the cost records of the Company, as applicable, for the financial year 2019-20 at a fee of Rs. 1,00,000 plus applicable 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 2019-20.

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.

By order of the Board of Directors



Rajveer Singh

Vice President – Legal & Secretary

New Delhi
August 26, 2019



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):	E-mail Id:
Registered address:	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-fourth Annual General Meeting of the Company, to be held on the 28th day of September, 2019 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, 2019 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, 2019 and report of the Auditors thereon.		
2.	Declaration of dividend on equity shares for the financial year ended March 31, 2019.		
3.	Appointment of Mr. Shyam Sunder Bhartia (DIN: 00010484), who retires by rotation and, being eligible, offers himself for re-appointment, as a Director.		
4.	Re-appointment of Mr. Anil Kapoor (DIN: 00032299) as Managing Director of the Company.		
5.	Ratification of remuneration payable to M/s. K.G. Goyal & Associates, Cost Auditor.		

Signed thisday of2019

Signature(s) of Shareholder(s)

Affix
Revenue
Stamp

Signature of 1st Proxy Holder

Signature of 2nd Proxy Holder

Signature of 3rd Proxy Holder

Notes:

- * 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.
- 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.**
- The Proxy form should be signed as per specimen signature registered with the Share Transfer Agents or Depository Participant, as the case may be.