



CHAMBAL FERTILISERS AND CHEMICALS LIMITED

Registered office: Gadepan, District Kota, Rajasthan, PIN – 325 208

Tel No.0744-2782915 ; Fax No.07455-274130

Corporate Office: "Corporate One", First Floor, 5, Commercial Centre, Jasola, New Delhi- 110 025

Tel. Nos.: +91-11-46581300, 41697900; Fax No.: +91-11-40638679

Email: isc@chambal.in Website: www.chambalfertilisers.com (CIN: L24124RJ1985PLC003293)

S/no Speed Post / Regd Post

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

No of Shares :

Name :

Joint Holders :

Address :

City :

Pin :

Dear Member,

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with the Stock Exchanges, Chambal Fertilisers and Chemicals Limited ("the Company") is offering e-voting facility to its members in respect of the businesses to be transacted:

- (a) at the 29th Annual General Meeting ("AGM") of the Company scheduled to be held on Thursday, September 18, 2014 at 1030 Hours at the Registered Office of the Company; and
- (b) by means of voting through Postal Ballot in terms of the Postal Ballot Notice Dated August 8, 2014.

The Company has engaged National Securities Depository Limited as the Authorised Agency to provide e-voting facility. The particulars for e-voting are given below:

Purpose	EVEN (E-voting Event Number)	User ID	Password
E-voting in respect of the businesses to be transacted in AGM			
E-voting in respect of the business to be transacted by means of voting through Postal Ballot			

The members may kindly note that User ID and Password given above are valid for both the purposes indicated herein before.

The AGM notice and Postal Ballot Notice both dated August 8, 2014 alongwith the Postal Ballot Form and Business Reply Envelope (in case the documents are being sent in physical form) for a member who intends to vote through physical Postal Ballot, are attached herewith.

The detailed instructions for e-voting as well as for voting through physical Postal Ballot Form (only in respect of the business proposed to be transacted through Postal Ballot) are given in the respective Notices / Postal Ballot Form. Please read the Notes / Instructions described therein before exercising your votes. The aforesaid documents are also available on the website of the Company i.e. www.chambalfertilisers.com

For Chambal Fertilisers and Chemicals Limited

M.S. Rathore

Vice President – Legal,

Corporate Communication & Secretary

Place : New Delhi

Date: August 8, 2014

The Annual Report for the Financial Year 2013-14 is being sent seperately.

NOTICE

NOTICE is hereby given that the Twenty Ninth Annual General Meeting ("AGM") of the members of the Company will be held at 1030 hours on Thursday, September 18, 2014 at the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN – 325 208 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements including consolidated financial statements of the Company for the financial year ended March 31, 2014 and the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a director in place of Mr. Chandra Shekhar Nopany (DIN 00014587), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Registration No. 301003E) as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the thirty first AGM of the Company to be held in the Year 2016 (subject to ratification of their appointment at next AGM) and fix their remuneration.
5. To appoint M/s. Singhi & Co., Chartered Accountants, (Registration No. 302049E) as Branch Auditors for Shipping Business of the Company to hold office from the conclusion of this AGM until the conclusion of the thirty first AGM of the Company to be held in the Year 2016 (subject to ratification of their appointment at next AGM) and fix their remuneration.

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT Mr. Ram Nath Bansal (DIN 00270908), Director who retires by rotation at this Annual General Meeting and who has expressed his unwillingness for re-appointment, be not re-appointed and the resulting vacancy be not filled up at this meeting."
7. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof) and Clause 49 of the Listing Agreement entered with the Stock Exchanges, Mr. Marco Philippus Ardeshir Wadia (DIN 00244357), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying its intention to propose Mr. Marco Philippus Ardeshir Wadia for appointment as Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 3 (three) consecutive years, that is upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2017."
8. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof) and Clause 49 of the Listing Agreement entered with the Stock Exchanges, Mr. Dipankar Basu (DIN 00009653), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying its intention to propose Mr. Dipankar Basu for appointment as Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 3 (three) consecutive years, that is

upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2017."

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

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof) and Clause 49 of the Listing Agreement entered with the Stock Exchanges, Mr. Kashi Nath Memani (DIN 00020696), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying its intention to propose Mr. Kashi Nath Memani for appointment as Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 3 (three) consecutive years, that is upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2017."

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

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof) and Clause 49 of the Listing Agreement entered with the Stock Exchanges, Ms. Radha Singh (DIN 02227854), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying its intention to propose Ms. Radha Singh for appointment as Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 3 (three) consecutive years, that is upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2017."

11. 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 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof), M/s. K. G. Goyal & Associates, Cost Accountants (Registration No. 000024) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company, as applicable, for the Financial Year ending March 31, 2015, be paid remuneration of Rs. 1,00,000 plus taxes and reimbursement of out of pocket expenses.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be considered necessary or expedient or incidental to give effect to this resolution."

12. 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 13, 2013 and pursuant to section 180(1)(c) and other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification or re-enactment thereof), 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 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(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 for the time being the aggregate of the paid up share capital of the Company and its free reserves; provided that the total amount of money(s) so borrowed by the Board shall not, at any time, exceed the limit of Rupees 7500 crore (Rupees Seven Thousand Five Hundred 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."

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

"RESOLVED THAT pursuant to Section 42, 71 and other applicable provisions of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof), approval of the members be and is hereby accorded to authorize the Board of Directors of the Company to offer or invite subscriptions for secured or unsecured redeemable non-convertible debentures, in one or more series/ tranches, aggregating up to Rs. 1000 crore (Rupees One Thousand Crore Only), during a period of one year from the date of passing of this resolution, on private placement basis, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and in the best interest of the Company including as to when the said debentures be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto.

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

By order of the Board

M. S. Rathore

Vice President – Legal,

Corporate Communication & Secretary

New Delhi
August 8, 2014

NOTES:

1. Proxy

A member entitled to attend and vote at the Annual General Meeting (AGM) 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 not less than FORTY EIGHT HOURS before the scheduled time of AGM. 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. Directors proposed to be re-appointed

In pursuance of Clause 49 of the Listing Agreement with the Stock Exchanges, brief resume and other details of the Directors including those proposed to be appointed / re-appointed are given in the "Report on Corporate Governance" (Annexure 'D' to Directors Report) which is forming part of the Annual Report being sent separately to the members.

The brief profile of the Directors proposed to be appointed / re-appointed are also furnished and forming part of the Notice.

4. E-voting Facility

The Company has also provided e-voting facility to its members to enable them to exercise their right to vote at the 29th AGM through electronic means. The Company has engaged National Securities Depository Limited ("NSDL") to provide e-voting facility to the members of the Company.

The instructions for e-voting are 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. 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 AGM Notice 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 on the covering letter attached with the Notice.
- C. The following steps should be followed for casting the vote through e-voting (In both the cases mentioned at Sr. No. 4 (A) & 4 (B) above):
- Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
 - Click on Shareholder – Login.
 - If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - If you are logging in for the first time, please enter the user ID and password provided through e-mail (as per Sr. No. 4 (A) above) or in physical form (as per Sr. No. 4 (B) above), as the case may be.
 - 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.
 - Home page of e-voting opens. Click on e-voting > Active Voting Cycles.
 - Select "EVEN" (E-Voting Event Number) of Chambal Fertilisers and Chemicals Limited for the purpose of voting in AGM (as mentioned in the covering letter to this Notice). Now you are ready for e-voting as Cast Vote page opens.
 - 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 August 1, 2014.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - You can similarly vote in respect of all the Resolutions 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.
 - Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - In case of shares held by companies, societies, trusts, etc., they are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, 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, September 12, 2014 (1000 Hours) and ends on Monday, September 15, 2014 (1000 Hours). The e-voting module shall be disabled by NSDL for voting thereafter.
- 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
- F. The Company has appointed Mr. M.L. Patodi, Advocate to scrutinize the e-voting process in a fair and transparent manner.

G. The scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast two witnesses not in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of AGM.

H. The results of resolutions shall be declared at the AGM. The results declared alongwith scrutinizer's report(s) will also be hosted on the Company's website www.chambalfertilisers.com and the website of NSDL within two days of passing of the resolutions.

5. Book Closure

The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 2, 2014 to Thursday, September 4, 2014 (both days inclusive) for the purpose of payment of dividend on equity shares, if declared at the Meeting.

6. Certificate from Auditors

The Company has obtained a certificate from the auditors of the Company certifying that 'CFCL Employees Stock Option Scheme 2010' is implemented in accordance with the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, and the resolution passed by the members in the general meeting. The certificate will be available at the venue of AGM for inspection by members.

7. Payment of Dividend

The Dividend on Equity Shares for the Financial Year ended March 31, 2014, will be paid after declaration by the members:

- (i) in respect of shares held in physical form, to those members whose names appear on the Register of Members of the Company on Thursday, September 4, 2014, after giving effect to all valid share transfer documents lodged with the Company on or before Monday, September 1, 2014.
- (ii) in respect of shares held in electronic form, to those beneficial owners whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the end of business on Monday, September 1, 2014.

The Members are hereby informed that the Company would 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. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, 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 13, 2013, 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
2006-07	24.08.2007	28.09.2014
2007-08	10.09.2008	10.10.2015
2008-09	20.08.2009	20.09.2016
2009-10	27.08.2010	01.10.2017
2010-11	16.09.2011	21.10.2018
2011-12	14.09.2012	15.10.2019
2012-13	13.09.2013	15.10.2020

The members are advised to send their requests for payment of unpaid dividend pertaining to the Financial Years 2006-07 through 2012-13 to our Share Transfer Agent at New Delhi for issue of cheques / demand drafts before the due dates for transfer to IEPF.

Investors holding shares in physical form are advised to forward the particulars of their bank account, name, branch and address of the bank to our Share Transfer Agent immediately, if not sent already, so as to enable them to incorporate such details on dividend warrants. These investors are advised to opt for Electronic Clearing System (ECS) at the earliest to avail fast and safe remittance of dividend and return the Mandate Form attached with the Annual Report, accurately filled in and signed. A photocopy of a leaf of your cheque book bearing your bank account number may also be sent along with the Mandate Form to the Share Transfer Agent.

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

In pursuance of the circulars issued by the Ministry of Corporate Affairs, Government of India, 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. In case you have not registered your e-mail address so far, we request you to register your email ID (or change therein, if any) with your Depository Participant (where the shares are held in dematerialized form) or the Company (where the shares are held in physical form) by submitting the E-Mail Registration Form attached with the Annual Report.

9. Company on the Net

The website of your Company is www.chambalfertilisers.com where you can find detailed information about the Company, various services being provided to the investors, guidance and procedure to be followed by the investors in respect of transfer, transmission and transposition of shares, dematerialisation and rematerialisation of shares, quarterly and annual results, Annual Reports, notice of AGM, etc.

10. Share Transfer Agent

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

M/s. Zuari Investments Limited,
Share Transfer Agents
Corporate One, First Floor, 5, Commercial Centre
Jasola, New Delhi – 110 025
Tel: 011 – 46581300, 41697900
Fax: 011 – 40638679
E-mail: isc@chambal.in

11. Members are requested to:

- (a) send their queries, if any, to reach the Company's Corporate Office at New Delhi at least 10 days before the date of the meeting so that information can be made available at the meeting; and
- (b) bring their copy of the Annual Report at the meeting.

12. The members may kindly note that the Notice of 29th AGM and Annual Report – 2013 -14 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 of the Company for inspection during business hours.

13. Pick-up Coach Facility

For the convenience of members intending to attend the Company's AGM scheduled to be held at 1030 hours on September 18, 2014, the Company will provide transport from Kota to Gadepan and back. The pick-up coach will leave from "Sahyog Bhavan" 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. 6

Mr. Ram Nath Bansal, independent director retires by rotation at the ensuing Annual General Meeting of the Company under the erstwhile applicable provisions of Companies Act, 1956 and has expressed his unwillingness for re-appointment. The Board of Directors has decided not to fill up, for the time being, the vacancy caused due to retirement of Mr. Bansal.

Save and except Mr. Ram Nath Bansal, none of the other directors, key managerial personnel or their relatives is, in any way, concerned or interested in the resolution.

The Board commends the resolution for your approval.

Item Nos. 7 to 10

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges, appointed M/s. Marco Philippus Ardeshir Wadia, Dipankar Basu, Kashi Nath Memani and Ms. Radha Singh as Non-Executive Independent Directors of the Company, liable to retire by rotation under the Companies Act, 1956. Mr. Wadia retires by rotation at the ensuing Annual General Meeting under this Act.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement vide circular dated April 17, 2014 *inter alia* stipulating the conditions for the appointment of independent directors by a listed company. Further, as per the provisions of Section 149 of the Companies Act, 2013 and the clarification issued by the Ministry of Corporate Affairs, Government of India vide general circular no. 14/2014 dated June 9, 2014, in case the Company intends to appoint the existing independent directors under the Companies Act, 2013, such appointment shall be made within one year from April 1, 2014.

It is proposed to appoint M/s. Marco Philippus Ardeshir Wadia, Dipankar Basu, Kashi Nath Memani and Ms. Radha Singh as Independent Directors under Section 149 and other applicable provisions of the Companies Act, 2013 and the Clause 49 of the Listing Agreement with the Stock Exchanges for a term of 3 (three) consecutive years, that is upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2017.

The Company has received in writing from M/s. Marco Philippus Ardeshir Wadia, Dipankar Basu, Kashi Nath Memani and Ms. Radha Singh (i) consents to act as Directors of the Company; (ii) intimations to the effect that they are not disqualified from being appointed as directors in terms of Section 164(2) of the Companies Act, 2013; and (iii) declarations that they meet the criteria of Independence as specified under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges.

In the opinion of the Board of Directors, M/s. Marco Philippus Ardeshir Wadia, Dipankar Basu, Kashi Nath Memani and Ms. Radha Singh fulfill the conditions for appointment as Independent Directors as specified in the Companies Act, 2013, the Rules made thereunder and the Listing Agreement with the stock exchanges and are independent of the Management. Copy of the draft letters of these directors' appointments as Independent Directors setting out terms and conditions are available for inspection by the members without any fee at the Company's Registered Office during normal business hours on all working days (except Saturdays) up to the date of Annual General Meeting.

The Company has received notices in writing from members along with deposit of requisite amount under the provisions of Section 160 of the Companies Act, 2013, proposing the candidatures of each of aforesaid directors of the Company.

In pursuance of Clause 49 of the Listing Agreement with the Stock Exchanges, brief resume and other details of the aforesaid Directors are forming part of the Notice.

M/s. Marco Philippus Ardeshir Wadia, Dipankar Basu, Kashi Nath Memani and Ms. Radha Singh alongwith their relatives (to the extent of their shareholding interest, if any, in the Company) may be deemed to be interested in the resolutions set out at item no. 7, 8, 9 & 10 of the notice, respectively.

Save and except as mentioned above, none of the other directors, key managerial personnel or their relatives is, in any way, concerned or interested in the resolutions.

The Board commends the resolutions set out at Item Nos. 7 to 10 for your approval.

Item No. 11

The Board of Directors, on the recommendation of Audit Committee, approved the appointment of M/s. K. G. Goyal & Associates, Cost Accountants, as Cost Auditors for conducting audit of the cost records of the Company, as applicable, for the financial year 2014-15 at a fee of Rs. 1,00,000 plus taxes and 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 through the resolution set out at Item No. 11 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2014-15.

None of the directors, key managerial personnel or their relatives is, in any way, concerned or interested in the resolution.

The Board commends the resolution for your approval.

Item No. 12

The shareholders of the Company at their meeting held on September 13, 2013 had authorised the Board of Directors to borrow any sum or sums of money(s) from time to time upto Rs. 6500 crore apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business.

The Borrowing powers of the Board are now governed by the provisions of section 180(1)(c) of the Companies Act, 2013. The Ministry of Corporate Affairs, Government of India has clarified vide its circular dated March 25, 2014 that the resolutions passed under section 293 of the Companies Act, 1956 shall be valid upto one year from the notification of section 180 of the Companies Act, 2013. Therefore, it is necessary to seek fresh approval of the shareholders by way of special resolution under Section 180(1)(c) of the Companies Act, 2013 for the abovementioned purpose.

Further, subject to the notification of the Government of India's Policy on new investments, your Company is planning to set up new Ammonia and Urea plants to produce additional 1.3 million MT per annum of Urea at Gadepan. The proposed investment would require additional borrowings by the Company. It is, therefore, proposed to increase the borrowing limit to Rs. 7500 crore.

None of the directors, key managerial personnel or their relatives is, in any way, concerned or interested in the resolution.

The Board commends the resolution for your approval.

Item No. 13

In pursuance of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, in case of an offer or invitation to subscribe for non-convertible debentures (NCDs) on private placement, the Company shall obtain prior approval of shareholders by means of a special resolution once in a year for all the offers or invitations for NCDs during the year.

In order to augment long term resources for financing, *inter alia*, the ongoing capital expenditure, expansion plans of the Company and for general corporate purposes, the Company may offer or invite subscription for secured / unsecured redeemable non-convertible debentures, in one or more series / tranches on private placement basis, issuable / redeemable at par or otherwise.

In order to enable the Board to make offer or invite subscription for NCDs, as may be required by the Company from time to time for a year from the conclusion of this Annual General Meeting, the consent of the shareholders is sought for passing the special resolution set out at Item No. 13 of the Notice.

None of the directors, key managerial personnel or their relatives is, in any way, concerned or interested in the resolution.

The Board commends the resolution for your approval.

By order of the Board

M. S. Rathore

Vice President – Legal,
Corporate Communication & Secretary

New Delhi
August 8, 2014

DETAILS OF DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED AT THE ANNUAL GENERAL MEETING

1) Mr. Chandra Shekhar Nopany

Mr. C.S. Nopany is an industrialist having vast industrial experience in diverse fields like sugar, shipping, textiles and fertilisers. He is a Chartered Accountant and Master of Science in Industrial Administration from Carnegie Mellon University, Pittsburgh, U.S.A. Having contributed significantly to organic and inorganic growth of the K.K. Birla Group, he continues to lead as a new generation entrepreneur with concerted focus on efficiency and growth.

Names of other Indian public limited companies in which Mr. Nopany is a Chairman/ Director or Chairman/ member of Committee(s):

SIL Investments Ltd. [§]	New India Retailing & Investment Ltd.	Uttar Pradesh Trading Co. Ltd.
Ronson Traders Limited [§]	Yashovardhan Investment & Trading Co. Ltd.	The Oudh Sugar Mills Ltd.
Sutlej Textiles and Industries Ltd.	Upper Ganges Sugar & Industries Ltd [§]	

[§] Also Chairman/ Member of Investors' Grievance Committee

Mr. Nopany holds 323,775 equity shares of the Company.

2) Mr. Marco Philippus Ardeshir Wadia

Mr. Marco P.A. Wadia is B.A. (Hons.), L.L.B. and practicing Advocate since 1986, specializing in corporate matters. He has been a partner in the firm of M/s. Crawford Bayley & Co. Solicitors & Advocates, Mumbai since 2001.

Names of other Indian public limited companies in which Mr. Wadia is a Director or Chairman/ member of Committee(s):

Gobind Sugar Mills Ltd.* [§]	Simon India Ltd.*	Zuari Infracore India Ltd.*
Johnson & Johnson Ltd.*	Stovec Industries Ltd.*	Zuari Maroc Phosphates Ltd.
Jost's Engineering Company Ltd.	Zuari Agro Chemicals Ltd.* [§]	
Paradeep Phosphates Ltd.	Zuari Global Ltd.* [§]	

* Also Chairman/ Member of Audit Committee [§] Also Member of Shareholders'/Investors Grievance Committee

Mr. Wadia holds 6,000 equity shares of the Company.

3) Mr. Dipankar Basu

Mr. Dipankar Basu received his Master of Arts (Economics) degree from Delhi University. Mr. Basu is the former Chairman of State Bank of India. Between 1996 and 1999, he served as a member of the Disinvestment Commission set up to advise the Government of India on public sector disinvestments. Mr. Basu was a member of the Narasimham Committee on Banking Sector Reforms. Mr. Basu brings with him expertise of financial markets in India. He is a member of Empowered Committee of External Commercial Borrowings of Reserve Bank of India.

Names of other Indian public limited companies in which Mr. Basu is Director or Chairman/ member of Committee(s):

Asian Paints Ltd.*	Peerless Securities Ltd.	Deepak Fertilisers & Petrochemicals Corp. Ltd. [§]
RAIN Industries Ltd.*	RAIN CII Carbon (Vizag) Ltd.*	The Peerless General Finance & Investment Company Ltd.

* Also Chairman/ Member of Audit Committee [§] Also Chairman of Shareholders' Grievance Committee

Mr. Basu does not hold any equity shares of the Company.

4) Mr. Kashi Nath Memani

Mr. K. N. Memani is a Chartered Accountant. He was Chairman and Country Managing Partner of Ernst & Young, India until March 31, 2004. He was also member of Ernst & Young Global Council for 10 years. Mr. Memani specialises in Business and Corporate Advisory, Foreign Taxation, Financial Consultancy, etc.

He was also member of various Committees of the Institute of Chartered Accountants of India and External Audit Committee of the International Monetary Fund. He is also a member of managing committees of various Industry Bodies and member of some foundations, charitable trusts, etc.

Names of other Indian public limited companies in which Mr. Memani is a Director or Chairman/ member of Committee(s):

DLF Ltd.*	Aegon Religare Life Insurance Company Ltd.*	S Mobility Ltd.*
Emami Ltd.	Great Eastern Energy Corporation Ltd.* [§]	Smart Ventures Ltd.
HT Media Ltd.*	ICICI Venture Funds Management Company Ltd.*	
JK Lakshmi Cement Ltd.	National Engineering Industries Ltd.*	

* Also Chairman/ Member of Audit Committee [§] Also Member of Shareholders' Grievance Committee

Mr. Memani does not hold any equity shares of the Company.

5) Ms. Radha Singh

Ms. Radha Singh has retired from Indian Administrative Service. Prior to retirement, she was Secretary, Agriculture and Cooperation, Government of India. She has 40 years' experience in public service, in several areas including rural and agricultural development, water resources, public finance and institution building. In her capacity as Agriculture and Cooperation Secretary, she also headed various national and international organizations as Board Member/ Chairperson. She had worked with the World Bank in Washington, DC, U.S.A. as an Institutional Specialist Consultant in several other capacities for six years (1993-1998).

Presently, Ms. Radha Singh is Agriculture Advisor to Federation of Indian Chambers of Commerce and Industry and Trustee and the Secretary of the Rajendra Bhawan Trust, New Delhi, a charitable organisation in memory of the first President of the India.

Names of other Indian public limited companies in which Ms. Singh is a Director or member of Committee(s):

Yes Bank Limited (Also Member of Audit and Compliance Committee)	LT Foods Limited (Also Member of Investors' Grievance Committee)
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Ms. Radha Singh does not hold any equity shares of the Company.

Notes:

- The information given above is as on March 31, 2014.
- Directorship excludes Indian private limited companies, foreign companies and companies registered under section 25 of the Companies Act, 1956.
- The Committees mean Audit Committee and Investors/ Shareholders Grievance Committee.
- The aforesaid Directors are not relatives (as defined under the Companies Act, 2013 and Rules thereunder) *inter-se* or of any other director of the Company.



CHAMBAL FERTILISERS AND CHEMICALS LIMITED

Registered office: Gadepan, District Kota, Rajasthan, PIN – 325 208
Tel.No. Tel No.0744-2782915 ; Fax No.07455-274130

Corporate Office: "Corporate One", First 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 (CIN: L24124RJ1985PLC003293)

PROXY FORM

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

I / We, being the member (s) holding 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 falling him	Signature:, Or falling him	Signature:,

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 29th Annual General Meeting of the Company, to be held on the 18th day of September, 2014 at 10.30 a.m. at the Registered Office of the Company at Gadepan. Distt. Kota, Rajasthan, PIN - 325208 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions
Ordinary Business:	
1.	Receive, consider and adopt the audited financial statements including consolidated financial statements of the Company for the financial year ended March 31, 2014 and the reports of Board of Directors and Auditors thereon
2.	Declaration of dividend on equity shares
3.	Re-appointment of Mr. Chandra Shekhar Nopany as Director, who retires by rotation
4.	Appointment of M/s. S.R.Batlilboi & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration.
5.	Appointment of M/s. Singhi & Co. Chartered Accountants as Branch Auditors for Shipping Business of the Company and fixing their remuneration.
Special Business:	
6.	Approval for not filling the vacancy, for the time being, caused by the retirement of Mr. Ram Nath Bansal, Director, who retires by rotation and does not seek re-appointment
7.	Appointment of Mr. Marco Philippus Ardeshir Wadia as an Independent Director
8.	Appointment of Mr. Dipankar Basu as an Independent Director
9.	Appointment of Mr. Kashi Nath Memani as an Independent Director
10.	Appointment of Ms. Radha Singh as an Independent Director
11.	Approval of remuneration payable to M/s. K.G.Goyal & Associates, Cost Auditors
12.	Approval of the borrowing powers / limits of the Board of Directors of the Company
13.	Approval to make offer or invitation for subscription of non-convertible debentures, on private placement basis

Signed thisday of2014

Signature of Shareholder

Affix
Revenue
Stamp

Signature of 1st Proxy Holder

Signature of 2nd Proxy Holder

Signature of 3rd Proxy Holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



CHAMBAL FERTILISERS AND CHEMICALS LIMITED

Registered office: Gadepan, District Kota, Rajasthan, PIN – 325 208

ATTENDANCE SLIP

(Please complete the Attendance Slip and hand it over at the entrance of the Meeting Hall)

I hereby record my attendance at the Twenty Ninth Annual General Meeting of the Company being held on September 18, 2014.

Member's/Proxy's Name (In Block Letters)

Signature of Shareholder /Proxy

Ledger Folio / Client ID No.

DP ID No.

No. of Shares held

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for seeking approval of the members of the Company by way of Postal Ballot in respect of the following special business:

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

"RESOLVED THAT in supersession of the ordinary resolution passed under section 293(1)(a) of the Companies Act, 1956 by the shareholders in their meeting held on August 26, 1989 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), the consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging, hypothecating and / or otherwise charging, alienating or disposing off from time to time any and all immovable and movable properties of the Company wheresoever situated, both present and future, and the whole or substantially the whole of the undertaking or all the undertakings of the Company to or in favour of banks, financial institutions, trustees for debenture holders and / or

other persons for securing any term loans or other loans or any banking or financial or other facilities or arrangements granted or provided or to be granted or provided by them or any transaction connected therewith (with power to take over the management of the whole of the business and concern of the Company in certain events of default by the Company) together with interest, compound/ additional interest, commitment and other charges, premium, commission, costs, charges and expenses and other payments and all other monies payable under any agreement or arrangement entered into or to be entered into with such banks/financial institutions/ trustees for debenture holders and / or other persons.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise all matters relating to the above with banks/financial institutions/ trustees for debenture holders and / or other persons and to do and perform all such acts, deeds, matters and things as may be necessary, expedient, usual or proper for giving effect to this resolution."

By order of the Board

M. S. Rathore

New Delhi

Vice President – Legal,

August 8, 2014

Corporate Communication & Secretary

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULE 22 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The members of the Company at their meeting held on August 26, 1989 had passed an ordinary resolution authorising the Board of Directors to create mortgage on the assets of the Company under section 293(1)(a) of the Companies Act, 1956.

The Ministry of Corporate Affairs, Government of India has clarified vide its circular dated March 25, 2014 that the resolutions passed under section 293 of the Companies Act, 1956 would remain valid upto one year from the notification of section 180 of the Companies Act, 2013. Further, in pursuance of Rule 22 of the Companies (Management and Administration) Rules, 2014, the item of business pertaining to sale of the whole or substantially the whole of an undertaking of a company as specified under Section 180(1)(a) of the Companies Act, 2013 shall be transacted only by means of voting through a postal ballot. The mortgage or charge on all or any of the properties of the Company for securing its borrowings may be deemed as disposal of the whole or substantially the whole of the undertaking of the Company. Therefore, it is necessary to seek fresh approval of the shareholders by way of special resolution through postal ballot for the abovementioned purpose.

None of the directors, key managerial personnel or their relatives is, in any way, concerned or interested in the resolution.

The Board commends the resolution for your approval.

NOTES:

1. The Company has appointed Mr. M.L. Patodi, Advocate for conducting the postal ballot process in a fair and transparent manner.
2. The 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 August 1, 2014.
3. The members who have registered their e-mail addresses with the Company or their depository participant are being sent the Postal

Ballot Notice alongwith related documents by e-mail and the same will be sent in physical form to the members who have not registered their e-mail address as specified above.

4. The Company has also provided e-voting facility to its members to enable them to cast their vote through electronic means. The Company has engaged NSDL to provide e-voting facility to the members of the Company.

The instructions for e-voting are as under:

- A. In case a member receives e-mail from NSDL, the member should open e-mail and also open PDF file. The said PDF file contains his/ her user ID and initial password for e-voting.
- B. In case a member receives Notice of Postal Ballot and Postal Ballot Form in physical form, the user ID and initial password for e-voting are provided on the covering letter attached with the Postal Ballot Notice.
- C. The following steps should be followed for casting the vote through e-voting (in both the cases mentioned at Sr. No. 4(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. 4(A) above) or in physical form (as per Sr. No. 4(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 for Postal Ballot. 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, etc., they are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, 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 Thursday, August 14, 2014 (0900 Hours) and ends on Friday, September 12, 2014 (1800 Hours). The e-voting module shall be disabled by NSDL for voting thereafter. The members who have cast their vote electronically shall not vote through postal ballot form.

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

5. The members have the option to cast their vote through physical postal ballot. The procedure for casting the vote through physical postal ballot 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 pre-paid Business Reply Envelope (only for posting 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 Friday, September 12, 2014 (upto 1800 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 on the Postal Ballot Form.

6. A member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot Form. If a member casts vote(s) by both modes, then voting done through Postal Ballot Form shall prevail and the voting done by electronic mode shall be treated as invalid.

7. The results of e-voting and Postal Ballot Forms shall be aggregated and the Scrutinizer will submit his report to the Managing Director of the Company after completion of the scrutiny. The result of the Postal Ballot shall be announced in the Annual General Meeting of the Company to be held on Thursday, September 18, 2014 at 1030 Hours at the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN-325 208. The result of the Postal Ballot will also be hosted on the Company's website www.chambalfertilisers.com The resolution, if assented by requisite majority, shall be taken as passed on the date of declaration of result.

By order of the Board

M. S. Rathore

New Delhi

Vice President – Legal,

August 8, 2014

Corporate Communication & Secretary



CHAMBAL FERTILISERS AND CHEMICALS LIMITED

Registered office: Gadepan, District Kota, Rajasthan, PIN – 325 208
Tel.No. Tel No.0744-2782915 ; Fax No.07455-274130

Corporate Office: "Corporate One", First 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 (CIN: L24124RJ1985PLC003293)

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

- Name and Registered address of :
the sole / first named Member
- Name(s) of Joint Member, if any :
- Registered Folio no./DP ID No./Client ID No. :
- Number of Equity Shares held :
- I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated August 8, 2014 by sending my/our assent or dissent 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 mortgage, hypothecate, otherwise charge, alienate or dispose off any and all immovable and movable properties of the Company pursuant to Section 180 (1) (a) of the Companies Act, 2013 and authorizing the Board of Directors to perform all such acts, deeds and things as may be necessary, desirable or expedient in connection therewith.			

Place:

Date :

(Signature of member)

Instructions:

- A member desiring to exercise vote by postal ballot should complete this Postal Ballot Form and send it to the Scrutinizer by posting the pre-paid 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.
- 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 (as per specimen signature registered with the Company) and in his/her absence, by the next named member.
- 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 August 1, 2014.
- In case of shares held by companies, societies, trusts, 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 authorised signatory(ies) who are authorised to vote. Postal Ballot Form signed by the holder of Power of Attorney for and on behalf of a member must be accompanied by the certified copy of the Power of Attorney.
- Incomplete, unsigned or incorrect Postal Ballot Form(s) will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
- 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.
- The duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than Friday, September 12, 2014 (upto 1800 Hours) and the Postal Ballot Forms received thereafter will be strictly treated as if the reply from the member has not been received.
- 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 Postal Ballot Form shall prevail and the voting done by electronic mode shall be treated as invalid.