



Notice

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the members of the Company will be held at 1030 hours on Friday, September 14, 2012 at the Registered Office of the Company at Gadepan, District Kota, Rajasthan, to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt the audited Balance Sheet as at March 31, 2012, Statement of Profit and Loss for the year ended on that date and reports of Directors and Auditors.
- To consider declaration of dividend on Equity Shares.
- To appoint a director in place of Mr. Dipankar Basu, who retires by rotation and is eligible for re-appointment.
- To appoint a director in place of Mr. Chandra Shekhar Nopany, who retires by rotation and is eligible for re-appointment.
- To appoint M/s. S. R. Batliboi & Co., Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration.
- To appoint M/s. Singhi & Co., Chartered Accountants, as Branch Auditors for Shipping Business of the Company and fix their remuneration.

SPECIAL BUSINESS:

- To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:
"RESOLVED THAT Ms. Radha Singh be and is hereby appointed as Director of the Company liable to retire by rotation."
- To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:
"RESOLVED THAT pursuant to the provisions of Sections 310 and 311 and other applicable provisions of the Companies Act, 1956, the Company hereby approves the revision in the remuneration payable to Mr. Anil Kapoor, Managing Director with effect from February 16, 2012, as follows:
i) Basic Salary: Rs. 6,00,000 per month (further increased to Rs. 7,60,000 per month with effect from April 1, 2012) in the basic salary range of Rs. 6,00,000 to Rs. 12,00,000 per month.
ii) All other benefits like Provident Fund, Superannuation, HRA, etc. which are linked to basic salary stand revised accordingly.

RESOLVED FURTHER THAT all other terms of re-appointment of Mr. Anil Kapoor shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a committee thereof) be and is hereby authorised to determine such increments payable to Mr. Anil Kapoor as it may deem fit and proper within the approved basic salary range from time to time, along with the performance bonus, if any, and to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid resolution."

By order of the Board

M. S. Rathore
Vice President - Legal
Corporate Communication & Secretary

New Delhi
June 8, 2012

Notes:

- Proxy**
A member entitled to attend and vote 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 48 hours before the scheduled time of the meeting. A blank proxy form is annexed to the Annual Report.
- Explanatory Statement**
The Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956, relating to the items of the special business is given below and forms part hereof.
- Directors proposed to be re-appointed**
M/s. Dipankar Basu and Chandra Shekhar Nopany, directors are retiring by rotation and eligible for re-appointment. Members may kindly refer "Report on Corporate Governance" (Annexure 'E' to Directors Report) for further details of these directors.
- Book Closure**
The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, August 21, 2012 to Thursday, August 23, 2012 (both days inclusive).
- 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 in accordance with the resolution passed by the members in the general meeting. The certificate will be available at the venue of Annual General Meeting for inspection by the members.
- Payment of Dividend**
The Dividend on Equity Shares for the year ended March 31, 2012, 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 August 23, 2012, after giving effect to all valid share transfer documents lodged with the Company on or before Monday, August 20, 2012.
(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, August 20, 2012.

The Members are hereby informed that the Company would transfer the dividends, which remain unclaimed for a period of 7 years, to the Investor Education and Protection Fund ("IEP Fund") constituted by the Central Government under section 205C of the Companies Act, 1956.

The following are the details of dividends paid by the Company and respective due dates for transfer of unclaimed dividend to IEP Fund:

Dividend Year	Date of Declaration of dividend	Due date for Transfer to IEP Fund
2004-05	20.10.2005	25.11.2012
2005-06	25.08.2006	27.09.2013
2006-07	24.08.2007	24.09.2014
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	18.10.2018

Further, the Company shall not be in a position to entertain the claims of the shareholders for the unclaimed dividends which have been transferred to IEP Fund.

In view of the above, the shareholders are advised to send their requests for payment of unpaid dividend pertaining to the years 2004-05 through 2010-11 to our Share Transfer Agent at New Delhi for issue of cheques / demand drafts before the due dates for transfer to the IEP Fund.

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 herewith, 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.

7. **Dispatch of documents through electronic mode**
In pursuance of circulars issued by the Ministry of Corporate Affairs, Government of India, the Company proposes to send documents like notice of general meeting, annual report, etc. to the shareholders through electronic mode. We request you to participate in the Green initiative of the Ministry of Corporate Affairs by registering your email ID with your depository participant (where the shares are held in dematerialized form) or the Company by submitting the E-Mail Registration Form attached with the Annual Report.
8. **Company on the Net**
The website of your Company is www.chambalfertilisers.com where you can find more 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 Report, etc.
9. **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
10. **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;
 - (b) bring their copy of the Annual Report at the meeting; and
 - (c) send their e-mail address to us for prompt communication.
11. **Pick-up Coach Facility**
For the convenience of members intending to attend the Company's Annual General Meeting (AGM) scheduled to be held at 1030 hours on September 14, 2012, 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.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Item No. 7

The Board of Directors, at its meeting held on October 21, 2009, had appointed Ms. Radha Singh as Director of the Company with immediate effect to fill the casual vacancy caused by the resignation of Mr. A. J. A. Tauro. Pursuant to Section 262 of the Companies Act, 1956 read with Article 119 of the Articles of Association of the Company, Ms. Radha Singh holds the office until the forthcoming Annual General meeting of the Company. A notice has been received from a member under section 257 of the Companies Act, 1956 proposing her candidature for the office of Director.

Ms. Radha Singh has retired from Indian Administrative Service. Prior to retirement, she was holding the position of Secretary, Agriculture and Cooperation, Government of India. She has 40 years' experience in public service including in the areas relating to 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.

Presently, Ms. Singh is Agriculture Advisor to FICCI, Chairperson of the Madhavpura Mercantile Co-operative Bank Limited, Ahmedabad and Trustee and Secretary of Rajendra Bhawan Trust, New Delhi, a charitable organization in the memory of the first President of the Country.

Ms. Radha Singh is not holding any shares of the Company as on May 31, 2012. Other details of Ms. Radha Singh in terms of Clause 49 of the Listing Agreement are provided in the "Report on Corporate Governance" (Annexure 'E' to Directors Report).

None of the Directors except Ms. Radha Singh, is concerned or interested in the Resolution.

The Board commends the appointment of Ms. Radha Singh as Director of the Company.

Item No. 8

The Board of Directors at their meeting held on July 19, 2011 had re-appointed Mr. Anil Kapoor as Managing Director of the Company for a period of three years w.e.f. February 16, 2012 at the basic salary of Rs. 4,50,000 per month (in the range of Rs. 4,50,000 to Rs. 10,00,000 p.m.) alongwith other perquisites. The re-appointment was subsequently approved by the shareholders on September 16, 2011.

The Board of Directors at its meeting held on January 17, 2012 had revised the basic salary of Mr. Anil Kapoor from Rs. 4,50,000 to Rs. 6,00,000 per month in the revised Basic Salary range of Rs. 6,00,000 to Rs. 12,00,000 per month, subject to approval of the shareholders.

The Remuneration Committee of the Board of Directors at its meeting held on May 11, 2012 had granted increment of Rs. 1,60,000 thus increasing the basic salary of Mr. Anil Kapoor from Rs. 6,00,000 to Rs. 7,60,000 per month with effect from April 1, 2012. All other benefits like Provident Fund, Superannuation, HRA, etc. which are linked to basic salary stand revised accordingly. All other terms of re-appointment of Mr. Anil Kapoor shall remain unchanged.

The contract containing enhanced salary of Mr. Anil Kapoor shall be available for inspection by the members at the Registered Office of the Company between 1000 hours to 1200 hours on any working day prior to the date of the meeting.

None of the directors except Mr. Anil Kapoor is 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
June 8, 2012