



CHAMBAL FERTILISERS AND CHEMICALS LIMITED

REF: CFCL/NSE

October 13, 2014

The Secretary
The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (E)
MUMBAI – 400 051

Sub:Proceedings of Annual General Meeting

Dear Sir,

Pursuant to clause 31(d) of the Listing Agreement, we are forwarding herewith the certified true copy of proceedings of Twenty Ninth Annual General Meeting of the Company held on Thursday, September 18, 2014 at the Registered Office of the Company.

You are requested to take the same on your records.

Thanking you,

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

M. S. Rathore
Vice President – Legal,
Corp. Com. & Secretary

Encl: a/a

CHAMBAL FERTILISERS AND CHEMICALS LIMITED

Minutes of 29th Annual General Meeting held at 1030 hours
on September 18, 2014 at the Registered Office of the
Company at Gadepan, Distt. Kota, Rajasthan

Directors Present:

1. Mr. Anil Kapoor : Chairman of the Meeting
2. Mr. Marco Wadia : Chairman of the Audit Committee
3. Ms. Radha Singh : Chairperson of Stakeholders Relationship Committee and Nomination and Remuneration Committee

Members Present:

1. Mr. Rajesh Vasudeva
2. Mr. S.K. Thakur
3. Mr. Mahendra Singh Rathore
4. Mr. Swadesh Sharma
5. Mr. Shailendra Gupta
6. Mr. Vinod Kumar Mall
7. Mr. Ankush Jain

Others as per the attendance register.

The meeting was attended by 289 members in person and 43 members by proxy.

Scrutinizers:

1. Mr. M.L. Patodi
2. Ms. Ritu G P Das

Secretary:

Mr. M. S. Rathore

A. Chairman of the Meeting

Mr. S.K. Poddar, Chairman of the Company not being present at the meeting, Mr. Anil Kapoor, Managing Director of the Company chaired the meeting in terms of Article 88 of the Articles of Association of the Company.

B. Quorum

The Chairman ascertained the quorum of the meeting and called the meeting to order. He welcomed the shareholders and introduced the persons on dais. He drew the attention of the members to the Statutory Registers/ Books and certificate of auditors in respect of CFCL Employees Stock Option Scheme 2010, made available for their inspection.

The Chairman addressed the shareholders and apprised them, *inter-alia*, about overall economic scenario and performance of the Company, demand & supply situation of Urea, challenges being faced by Fertiliser industry due to un-favorable Government Policy and long delays in payment of subsidy by Government of India. The members were also updated on social welfare initiatives of the Company in the areas of infrastructure, women and youth empowerment, healthcare and education domains.

C. Declaration of Result of Postal Ballot

The Company had sought the approval of the members by way of a special resolution through Postal Ballot vide notice dated August 8, 2014. The Chairman declared the results of Postal Ballot.

D. Notice of the Meeting and Auditors' Report

The Notice of the meeting was taken as read. The Auditors had requested for grant of exemption from attending the meeting and accordingly were granted exemption. As there

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were no qualifications or adverse observation or comment on financial transactions or matters in the Auditors' Report, it was not read out in the meeting.

E. Changes in procedure to conduct the AGM and voting thereat as per Companies Act, 2013

Mr. M.S. Rathore, Secretary briefed the members about changes in the procedure to conduct the AGM including voting procedure under the Companies Act, 2013. In terms of Section 108 of the Companies Act, 2013, Rules thereunder and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company had provided electronic voting (e-voting) facility to the members. The e-voting commenced on Friday, September 12, 2014 (1000 Hours) and ended on Monday, September 15, 2014 (1000 Hours). Mr. M.L. Patodi, Advocate, who was appointed to scrutinize the e-voting process in a fair and transparent manner, has submitted his report dated September 17, 2014 to the Chairman of the meeting.

The Secretary apprised that only the members who had not cast their votes through e-voting facility are eligible for voting through poll at AGM on all the resolutions. The voting at AGM therefore will not be through show of hands.

Subsequently, the following Agenda items were taken up:

1. Adoption of the audited financial accounts and reports

The Chairman requested the members 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 Board of Directors and Auditors thereon.

Mr. Rajesh Vasudeva proposed the following resolution as an ordinary resolution, which was seconded by Mr. S.K. Thakur.

"RESOLVED THAT 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 be and are hereby received, considered and adopted."

2. Declaration of Dividend on Equity Shares

The Chairman requested the members to approve the declaration of dividend on equity shares.

Mr. K.K. Jain proposed the following resolution as an ordinary resolution, which was seconded by Mr. Sanjay Bhargava:

"RESOLVED THAT pursuant to the recommendation made by the Board of Directors of the Company, dividend at the rate of Rs. 1.90 per equity share for the year ended March 31, 2014 to the equity shareholders, whose names appeared either 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 September 1, 2014 or the Register of Members of the Company as on September 4, 2014, after giving effect to all valid share transfer documents lodged with the Company on or before September 1, 2014, as the case may be, be and is hereby declared out of the current profits of the Company."

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3. Re-appointment of Mr. Chandra Shekhar Nopany as Director

The Chairman requested the members to approve re-appointment of Mr. Chandra Shekhar Nopany as Director of the Company.

Mr. Raj Kumar Khunteta proposed the following resolution as an ordinary resolution, which was seconded by Mr. Shailendra Gupta:

"**RESOLVED THAT** Mr. Chandra Shekhar Nopany (DIN 00014587), director, who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as director of the Company, liable to retire by rotation."

4. Re-appointment of Statutory Auditors and fixing up their remuneration

The Chairman requested the members to approve re-appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration.

Mr. Mahendra Singh Rathore proposed the following resolution as an ordinary resolution, which was seconded by Mr. Manish Gupta:

"**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, (Registration Number-301003E), the retiring auditors be and are hereby re-appointed as statutory auditors of the Company, to hold the office from the conclusion of this Annual General Meeting (AGM) until the conclusion of thirty first AGM of the Company to be held in the year 2016 (subject to ratification of their appointment at next AGM), at such remuneration as may be fixed by the Board of Directors from time to time and reimbursement of out-of-pocket expenses incurred by them for carrying out the audit."

5. Re-appointment of Branch Auditors and fixing up their remuneration

The Chairman requested the members to consider and approve re-appointment of M/s. Singhi & Co., Chartered Accountants, as Branch Auditors for Shipping Business of the Company and fix their remuneration.

Mr. Swadesh Sharma proposed the following resolution as an ordinary resolution, which was seconded by Mr. Ankush Jain:

"**RESOLVED THAT** pursuant to the provisions of Section 143 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, M/s. Singhi & Co., Chartered Accountants (Registration No. 302049E), be and are hereby re-appointed as Branch Auditors for the Shipping Business of the Company, to hold the office from conclusion of this Annual General Meeting (AGM) until the conclusion of thirty first AGM of the Company to be held in the year 2016 (subject to ratification of their appointment at next AGM), at such remuneration as may be fixed by the Board of Directors from time to time and reimbursement of out-of-pocket expenses incurred by them for carrying out the audit."

6. Approval for not filling the vacancy for the time being caused by retirement of Mr. Ram Nath Bansal

The Chairman informed the members about retirement of Mr. Ram Nath Bansal, Director and requested them not to fill the resulting vacancy.

Mr. Vijay Toshniwal proposed the following resolution as an ordinary resolution, which was seconded by Mr. Anil Mandowara:

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“**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. Appointment of Mr. Marco P. A. Wadia as an Independent Director

The Chairman requested the members to approve appointment of Mr. Marco Philippus Ardeshir Wadia as an Independent Director of the Company.

Ms. Ritu G P Das proposed the following resolution as an ordinary resolution, which was seconded by Mr. Raj Kumar Khunteta:

“**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. Appointment of Mr. Dipankar Basu as an Independent Director

The Chairman requested the members to approve appointment of Mr. Dipankar Basu as Independent Director of the Company.

Mr. Deepak Gupta proposed the following resolution as an ordinary resolution, which was seconded by Mr. Vinod Kumar Mall:

“**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. Appointment of Mr. Kashi Nath Memani as an Independent Director

The Chairman requested the members to approve appointment of Mr. Kashi Nath Memani as an Independent Director of the Company.

Mr. Shailendra Gupta proposed the following resolution as an ordinary resolution, which was seconded by Mr. K.K. Jain:

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“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. Appointment of Ms. Radha Singh as an Independent Director

The Chairman requested the members to approve appointment of Ms. Radha Singh as an Independent Director of the Company.

Mr. Ankush Jain proposed the following resolution as an ordinary resolution, which was seconded by Mr. Rajesh Vasudeva:

“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. Approval of remuneration payable to M/s. K G Goyal & Associates, Cost Auditors

The Chairman requested the members to consider and approve ratification of remuneration of M/s. K.G. Goyal & Associates, Cost Accountants, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year 2014-2015.

Mr. Sanjay Bhargava proposed the following resolution as an ordinary resolution, which was seconded by Mr. I.S. Bhandari:

“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.

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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. Approval of the borrowing powers / limits of the Company

The Chairman requested the members to approve increase in borrowing limits of the Company from Rs. 6500 crore to Rs. 7500 crore.

Mr. Vinod Kumar Mall proposed the following resolution as a special resolution, which was seconded by Mr. A.P. Singh:

“**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(s) 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 Rs. 7500 crore (Rupees Seven Thousand Five Hundred Crores).

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. Approval to make offer or invitation for subscription of Non-convertible Debentures

The Chairman requested the members to authorize the Board of Directors to offer or invite subscription for Non-convertible debentures.

Mr. S.B. Jash proposed the following resolution as a special resolution which was seconded by Mr. Swadesh Sharma:

“**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.

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

After the Resolutions were moved, proposed and seconded, in accordance with the provisions of Section 109 of the Companies Act, 2013, the Chairman ordered for Poll to be taken on all resolutions set out above. The Chairman then invited members to raise their queries. Few shareholders suggested that the Company should hike the rate of dividend. The Chairman explained that dividend payout ratio of the Company is on the higher side and the Company need to conserve resources for future growth. The other queries of the members were also appropriately replied.

Subsequently, he announced the result of e-voting on each agenda item of the Notice as per Scrutinizer's report on e-voting dated September 17, 2014.

Mr. M.L. Patodi, Advocate and Mrs. Ritu G.P. Das, a shareholder, were appointed as scrutinizers for the poll process.

Thereafter, the Chairman informed the members that the combined result of e-voting and poll would be announced on the website of the Company. Upon request of the Chairman, Mr. Rathore explained the procedure of poll to the members. The Chairman announced the commencement of the poll which would continue till 1200 Hours. The Chairman thereafter handed over the Poll process to the Scrutinizers. The scrutinizers showed the Four (4) empty ballot boxes kept for polling and then locked and sealed the ballot boxes in the presence of the members and proxies. Immediately after the closure of polling at 1200 Hours, Scrutinizers took the custody of Ballot boxes.

The meeting concluded at 1200 hours with a vote of thanks to the Chair.

The report on poll was prepared by the Scrutinizers and was submitted to the Chairman on September 18, 2014 who had counter signed the report.

As per the combined results of the e-voting and Poll prepared on the basis of the Scrutinizer's Report for e-voting dated September 17, 2014 and report of the Scrutinizers on poll dated September 18, 2014, all the ordinary and special resolutions mentioned above (as set out at Item nos. 1 to 13 of the notice dated August 8, 2014 convening the AGM of the members of the Company), were passed by the members with requisite majority. The consolidated summary of voting through electronic means and Poll, is given in **Annexure** attached herewith.

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Annexure to the Minutes of Annual General Meeting held on September 18, 2014

Item No. of AGM Notice	Particulars & Type of Resolution	No. of valid votes polled		Total No. of valid votes polled	Votes in Favour		Votes Against	
		E-voting	Poll	E-voting and Poll	No. of Valid Votes (e-voting and Poll)	% of total no. of valid votes (e-voting and Poll)	No. of Valid Votes (e-voting and Poll)	% of total no. of valid votes (e-voting and Poll)
1.	Receive, consider and adopt the audited financial statements of the Company for the Financial Year 2013-14 and the reports of Board of Directors and Auditors thereon (ORDINARY RESOLUTION)	274290461	155369	274445830	274439214	100.00	6616	0.00
2.	Declaration of Dividend on Equity Shares (ORDINARY RESOLUTION)	277040461	158894	277199355	277191039	100.00	8316	0.00
3.	Re-appointment of Mr. Chandra Shekhar Nopany (DIN00014587) as Director (ORDINARY RESOLUTION)	276509636	158994	276668630	274205071	99.11	2463559	0.89
4.	Appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Registration No. 301003E) as Statutory Auditors of the Company and authorise the Board to fix their remuneration. (ORDINARY RESOLUTION)	277040461	159094	277199555	274439914	99.00	2759641	1.00
5.	Appointment of M/s. Singhi & Co., Chartered Accountants, (Registration No. 302049E) as Branch Auditors for Shipping Business of the Company and authorise the Board to fix their remuneration. (ORDINARY RESOLUTION)	277040031	159094	277199125	277189584	100.00	9541	0.00

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Item No. of AGM Notice	Particulars & Type of Resolution	No. of valid votes polled		Total No. of valid votes polled	Votes in Favour		Votes Against	
		E-voting	Poll	E-voting and Poll	No. of Valid Votes (e-voting and Poll)	% of total no. of valid votes (e-voting and Poll)	No. of Valid Votes (e-voting and Poll)	% of total no. of valid votes (e-voting and Poll)
6.	Approval for not filling the vacancy for the time being caused by retirement of Mr. Ram Nath Bansal (DIN 00270908) (ORDINARY RESOLUTION)	277039061	159094	277198155	274439739	99.00	2758416	1.00
7.	Appointment of Mr. Marco Philippus Ardeshir Wadia (DIN 00244357) as an Independent Director (ORDINARY RESOLUTION)	277039811	159094	277198905	271983166	98.12	5215739	1.88
8.	Appointment of Mr. Dipankar Basu (DIN00009653) as an Independent Director (ORDINARY RESOLUTION)	277040111	159094	277199205	263169239	94.94	14029966	5.06
9.	Appointment of Mr. Kashi Nath Memani (DIN 00020696) as an Independent Director (ORDINARY RESOLUTION)	277039331	159094	277198425	274410377	98.99	2788048	1.01
10.	Appointment of Ms. Radha Singh (DIN 02227854) as an Independent Director (ORDINARY RESOLUTION)	277040411	159094	277199505	277161657	99.99	37848	0.01
11.	Approval of remuneration payable to M/s K.G.Goyal & Associates, Cost Auditors (Registration No.000024) (ORDINARY RESOLUTION)	277040436	159094	277199530	277187714	100.00	11816	0.00

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Item No. of AGM Notice	Particulars & Type of Resolution	No. of valid votes polled		Total No. of valid votes polled	Votes in Favour		Votes Against	
		E-voting	Poll		No. of Valid Votes (e-voting and Poll)	% of total no. of valid votes (e-voting and Poll)	No. of Valid Votes (e-voting and Poll)	% of total no. of valid votes (e-voting and Poll)
12.	Approval of the borrowing Powers / limits of the Board of Directors of the Company (SPECIAL RESOLUTION)	277040311	159094	277199405	274437039	99.00	2762366	1.00
13.	Approval to make offer or invitation for subscription of Non-Convertible Debentures on private placement basis (SPECIAL RESOLUTION)	277040591	159094	277199685	277192369	100.00	7316	0.00

For Chambal Fertilisers and Chemicals Limited



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