

Annexure "E" to Directors' Report
REPORT ON CORPORATE GOVERNANCE

a) Company's Philosophy

Your Company believes that for its sustained success, it must maintain global standards of corporate conduct towards its shareholders, customers, employees, all other stakeholders and society in general. The Company has always focused on good corporate governance, which is a key driver of sustainable corporate growth and long-term value creation for its shareholders.

The Company believes that corporate governance is not just limited to creating checks and balances. It is more about creating organization excellence leading to increasing employee and customer satisfaction and shareholder value. The primary objective of corporate governance is to create and adhere to a corporate culture of conscience and consciousness, transparency and openness, to develop capabilities and identify opportunities that best serve the goal of value creation. The Company believes, it must leverage its human and capital resources to translate opportunities into reality, create awareness of corporate vision and spark dynamism and entrepreneurship at all levels.

Above all, corporate governance must balance individual interest with corporate goals and operate within accepted norms of propriety, equity, fair play and a sense of justice. Accountability and transparency are key drivers to improve decision-making and the rationale behind such decisions, which in turn creates stakeholder confidence.

b) Board of Directors

The Board of Directors consists of nine directors including one Managing Director and eight Non-Executive Directors. Dr. K. K. Birla, former Chairman of the Company expired on August 30, 2008. Mr. S.K. Poddar and Mr. S.S. Bhartia were appointed as Chairman and Co-chairman respectively. Mr. C. S. Nopany was appointed as additional director w.e.f. September 16, 2008. Mr. M. D. Locke resigned as a director of the Company w.e.f. April 21, 2009.

M/s. Marco Wadia, D. Basu and A. J. A. Tauro, Directors, are retiring by rotation at the forthcoming Annual General Meeting and are eligible for re-appointment.

The Brief particulars of all the Directors are given below:

(i) Mr. S. K. Poddar

Mr. Saroj Kumar Poddar, Chairman, 63 years, a gold medalist in B. Com (Hons) from Calcutta University, is the Chairman of Poddar Heritage Enterprises. Under Mr. Poddar, the group has promoted various projects including joint ventures with leading international corporations. The most notable of these ventures are Gillette India Limited - a joint venture between The Gillette Company of U.S.A. and Hettich India Private Limited - a joint venture with the Hettich Group of Germany.

Besides above, Mr. Poddar is the Chairman of Areva T&D India Limited, Gillette India Limited, Chambal Infrastructure Ventures Limited, Simon India Limited, Texmaco Limited, Zuari Cement Limited and Zuari Industries Limited. Internationally, Mr. Poddar is on the Board of Gillette Management Inc, Boston. He is also on the Advisory Board of M/s. N M Rothschild & Sons (India) Pvt. Limited.

Mr. Poddar is the Past President of International Chamber of Commerce-India, Federation of Indian Chambers of Commerce and Industry (FICCI), Indian Council of Arbitration, All India Organization of Employers (AIOE) and Council of Indian Employers (CIE).

Names of other Indian public limited companies in which Mr. S. K. Poddar is Director or the member of Committee(s):

S. No.	Name of the Company	S. No.	Name of the Company
1.	AREVA T & D India Limited*	6.	Simon India Limited
2.	Chambal Infrastructure Ventures Limited	7.	Texmaco Limited [§]
3.	Gillette India Limited*	8.	Lionel India Limited
4.	Indian Furniture Products Limited	9.	Zuari Cement Limited*
5.	Poddar Heritage Investments Limited	10.	Zuari Industries Limited

* Also Chairman/ Member of Audit Committee

§ Also Chairman of Shareholders Grievance Committee

(ii) Mr. S. S. Bhartia

Mr. Shyam S. Bhartia is the Chairman and Managing Director of Jubilant Organosys Limited. After graduating in Commerce, he did his ICWA from the Institute of Cost and Works Accountants of India (ICWAI) and is a fellow member of the ICWAI. A leading industrialist of India, he has rich industrial experience in the Pharmaceuticals, Speciality Chemicals, Food, Oil and Gas (Exploration & Production), Aerospace and Information Technology sectors. He is a director on the boards of numerous companies both in India and overseas. He is also a Member of the Executive Committee, of Federation of Indian Chamber of Commerce and Industry (FICCI).

His past association to institutional segment included - Member of Board of Governors, Indian Institute of Technology (IIT), Mumbai, Member of Board of Governors, Indian Institute of Management (IIM), Ahmedabad, Director on the Board of Air India.

Names of other Indian public limited companies in which Mr. S. S. Bhartia is Director or the member of Committee(s):

S. No.	Name of the Company	S. No.	Name of the Company
1.	ACME Tele Power Limited*	7.	Geo-Enpro Petroleum Limited
2.	Zuari Industries Limited	8.	Jubilant Infrastructure Limited
3.	Clinsys Clinical Research Limited*	9.	Jubilant Innovation (India) Limited
4.	Domino's Pizza India Limited	10.	Jubilant Organosys Limited
5.	Jubilant First Trust Healthcare Limited	11.	Lionel India Limited
6.	Jubilant Chemsys Limited	12.	VAM Holdings Limited

*Also Chairman of Audit Committee

(iii) Mr. H. S. Bawa

Mr. H. S. Bawa, aged about 78 years, is Managing Director of Zuari Industries Limited. After getting his Masters Degree in Petroleum Engineering from University of Tulsa, USA, Mr. Bawa had a long stint of 24 years with ESSO India where he held some key assignments both in India and ESSO affiliates abroad. Before joining Zuari Industries Limited in 1979, Mr. Bawa was General Manager of the two Refineries of Hindustan Petroleum Corporation Limited (formerly ESSO).

Names of other Indian public limited companies in which Mr. H. S. Bawa is Director or the member of Committee(s):

S. No.	Name of the Company	S. No.	Name of the Company
1.	Chambal Infrastructure Ventures Limited	7.	Style Spa Furniture Limited
2.	Gulbarga Cement Limited	8.	Zuari Industries Limited
3.	Indian Potash Limited	9.	Zuari Investments Limited
4.	Lionel India Limited	10.	Zuari Maroc Phosphates Limited*
5.	Paradeep Phosphates Limited	11.	Zuari Seeds Limited
6.	Simon India Limited*		

* Also Member of Audit Committee

(iv) Mr. Anil Kapoor

Mr. Anil Kapoor, aged about 56 years, is a B. Tech from Indian Institute of Technology, New Delhi, one of world's premier technological institutes and holds M. S. in Chemical Engineering from State University of New York, USA. He has over 30 years of experience in areas of production, logistics, purchase, administration, customer service and in general management with reputed Indian and Multinational groups.

Names of other Indian public limited companies in which Mr. Anil Kapoor is Director or the member of Committee(s):

S. No.	Name of the Company	S. No.	Name of the Company
1.	Chambal Energy (Chhattisgarh) Limited	5.	Indian Furniture Products Limited
2.	Chambal Energy (Orissa) Limited	6.	Zuari Investments Limited
3.	Chambal Infrastructure Ventures Limited	7.	Zuari Infrastructure and Developers Limited
4.	Gulbarga Cement Limited		

(v) Mr. R. N. Bansal

Mr. R. N. Bansal, aged 79 years, is M. A. (Economics) and a Fellow member of the Institute of Chartered Accountants of India since 1954 and an Associate member of the Institute of Company Secretaries of India. He is an eminent professional and is on the Boards of many renowned companies. He has also served the Department of Company Affairs in various capacities viz., Registrar of Companies, Regional Director and retired as Member, Company Law Board. He was Director (Investment) and Additional Controller of Capital Issues in the Ministry of Finance. He was also a nominee of the Central Government on the Central Council of Institute of Chartered Accountants of India, Institute of Company Secretaries of India and the Governing Board of various Stock Exchanges, etc.

Names of other Indian public limited companies in which Mr. R. N. Bansal is Director or the member of Committee(s):

S. No.	Name of the Company	S. No.	Name of the Company
1.	Essar Shipping Ports & Logistics Limited*	5.	Pushpsons Industries Limited*
2.	Essar Logistics Limited	6.	Spice Mobiles Limited*
3.	Gobind Sugar Mills Limited*	7.	The Hindoostan Spinning & Weaving Mills Limited*
4.	Vadinar Oil Terminal Limited*	8.	Orient Ceramics & Industries Limited*

* Also Chairman/ Member of Audit Committee

(vi) Mr. Dipankar Basu

Mr. Dipankar Basu, aged about 74 years, is an M.A. (Economics). Mr. D. Basu is the Non-Executive Chairman of Securities Trading Corporation of India Limited, STCI Primary Dealer Limited, Peerless General Finance & Investment Co. Limited, Peerless Securities Limited and Rain CII Carbon (India) Limited. He is also on the Boards of few other companies. Mr. Basu is a former Chairman of State Bank of India. Between 1996 and 1999, Mr. Basu served as a member of the Disinvestment Commission set up by the Government of India. During 1997-98, Mr. Basu was a member of the Narasimham Committee on Banking Sector Reforms.

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

S. No.	Name of the Company	S. No.	Name of the Company
1.	Asian Paints Limited*	5.	Saregama (India) Limited
2.	Deepak Fertilizers & Petrochemicals Corp. Limited [§]	6.	Securities Trading Corporation of India Limited*
3.	Peerless General Finance & Investment Co. Limited	7.	STCI Primary Dealer Limited
4.	Peerless Securities Limited*	8.	RAIN CII Carbon (India) Limited*

* Also Member/ Chairman of Audit Committee

§ Also Chairman of Shareholders Grievance Committee

(vii) Mr. Chandra Shekhar Nopany

Mr. Chandra Shekhar Nopany, aged about 43 years, is a Chartered Accountant and Master of Science in Industrial Administration from Carnegie Mellon University, Pittsburgh, U.S.A. He is an eminent industrialist having vast industrial experience in diverse fields like sugar, shipping, textiles, etc. He is the former President of Indian Chamber of Commerce, Kolkata and also of Indian Sugar Mills Association.

Apart from being the Chairman & Managing Director of The Oudh Sugar Mills Limited and Chairman of Sutlej Textiles & Industries Limited, he is also on the Board of several other companies.

Names of other Indian public limited companies in which Mr. C. S. Nopany is Director or the member of Committee(s):

S. No.	Name of the Company	S. No.	Name of the Company
1.	Chambal Infrastructure Ventures Limited	7.	Yashovardhan Investment & Trading Co. Limited
2.	Gobind Sugar Mills Limited [§]	8.	SIL Investments Limited [§]
3.	Hargaon Investment & Trading Co. Limited	9.	Uttar Pradesh Trading Co. Limited
4.	Modern DiaGen Services Limited	10.	The Oudh Sugar Mills Limited
5.	New India Retailing & Investment Limited	11.	Upper Ganges Sugar & Industries Limited [§]
6.	Sutlej Textiles and Industries Limited [§]		

§ Also Chairman/ Member of Investors' Grievance Committee

(viii) Mr. A. J. A. Tauro

Mr. A.J.A. Tauro, aged about 81 years, is a B. A. (Economics). He was appointed to the Indian Audit & Accounts Service through the Combined Competitive Examination in 1951. He has held various positions under the Government of India including that of Asst. Financial Adviser, Indian Supply Mission, London, Secretary to Chairman Third Finance Commission, etc.

He took pre-mature retirement from civil services to join the industrial sector in 1972. He was Finance Director of Indian Petrochemicals Corporation Limited and Chairman & Managing Director of Madras Refineries and Indian Oil Corporation. He has also served on various Committees formed by the Government of India viz. Management Accountancy in Government, Autonomy and Accountability of Oil Companies in Public Sector, Review of Mangalore Refinery Project, etc. He was a member of the Expert Committee constituted by IDBI and ICICI to review Refinery and Chemicals project proposals during the period 1997 to 2000.

Mr. A. J. A. Tauro is also on the Board of Jindal Saw Limited and Chairman of Audit Committee of this company.

(ix) Mr. Marco Ph. A. Wadia

Mr. Marco Ph. A. Wadia is B. A. (Hons.), LL. B. and is a practicing Advocate since 1986, specializing in corporate matters. Mr. Wadia is a partner in the firm of Crawford Bayley & Co., Mumbai, since January 2001. He is on the Boards of various Companies.

Names of other Indian public limited companies in which Mr. Marco Ph. A. Wadia is Director or the member of Committee(s):

S. No.	Name of the Company	S. No.	Name of the Company
1.	GMAC Financial Services India Limited*	5.	Simon India Limited*
2.	Johnson & Johnson Limited*	6.	Stovec Industries Limited
3.	Jost's Engineering Company Limited	7.	Zuari Industries Limited **
4.	Paradeep Phosphates Limited	8.	Zuari Maroc Phosphates Limited

* Also Chairman/ Member of Audit Committee

\$ Also Member of Shareholders' Grievance Committee

c) Meetings and Attendance

During the year under review, five Board Meetings were held on May 15, 2008, August 26, 2008, September 16, 2008, October 18, 2008 and January 28, 2009.

The composition of the Board of Directors, their attendance at the Board Meetings and Annual General Meeting as also number of other directorships in Indian public limited companies and membership of the Committees of the Boards of such companies are as follows:

Name of Director	Whether Attended Last AGM	No. of Board Meetings attended	Category of Director	Other Director Ships*	Membership of Committee of other Boards Chairman	Member
Dr. K. K. Birla [§]	NO	1	NED/PG	NIL	NIL	NIL
Mr. R. N. Bansal	YES	5	ID	8	4	3
Mr. D. Basu	NO	2	ID	8	3	2
Mr. H. S. Bawa	NO	5	NED	11	NIL	2

Name of Director	Whether Attended Last AGM	No. of Board Meetings attended	Category of Director	Other Director Ships*	Membership of Committee of other Boards Chairman	Member
Mr. S. S. Bhartia	NO	4	NED/PG	12	2	NIL
Mr. Anil Kapoor	YES	4	MD	7	NIL	NIL
Mr. M. D. Locke [§]	NO	2	ID	1	NIL	NIL
Mr. C. S. Nopany	NO	5	NED/PG	11	2	2
Mr. S. K. Poddar	NO	5	NED/PG	10	3	2
Mr. A. J. A. Tauro	NO	4	ID	1	1	NIL
Mr. Marco Wadia	YES	5	ID	8	NIL	5

* excludes Indian Private Limited Companies and Foreign Companies. \$ expired on August 30, 2008.

resigned w.e.f. April 21, 2009.

ID - Independent Director, MD - Managing Director, NED - Non Executive Director, PG - Promoter Group

d) Board Agenda

The Board meetings are scheduled well in time and Board members are usually given a notice of two months before the meeting date. The Board members are provided with well structured and comprehensive agenda papers. All major agenda items are backed by in-depth background information and analysis, wherever possible, to enable the Board members to take informed decisions. Agenda papers are generally circulated a week prior to the meeting of the Board.

e) Committees of the Board

There are 7 Committees of the Board of Directors, which have been delegated adequate powers to discharge urgent business of the Company. These Committees are - (a) Audit Committee; (b) Investors' Grievance Committee; (c) Remuneration Committee; (d) Banking and Finance Committee; (e) Project Monitoring Committee; (f) Quarterly Results Review Committee and (g) Compensation Committee. The Committees meet as often as required.

The details of these Committees are as follows:

(i) Audit Committee

- Terms of reference:

Apart from all the matters provided in clause 49 of the Listing Agreement and section 292A of the Companies Act, 1956, the terms of reference of the Audit Committee include:

- approve internal audit programme,
- review with statutory auditors their findings, observations, suggestions, internal control systems, scope of audit, other related matters and major accounting policies followed by the Company,
- review the contracts entered into by the Company, valuing more than Rs. 30 million and the contracts entered into with the parties included in the register maintained under section 301 of the Companies Act, 1956, if any,
- review Internal Audit Reports related to internal control weaknesses.

The minutes of the Audit Committee meetings are circulated to the Board of Directors.

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- Composition:

The Committee comprises of four Directors. The permanent invitees include Managing Director, chief financial officer, statutory auditors and internal auditors. The Company Secretary is the Secretary of the Committee. The Committee met 7 times during the year and the attendance of members at the meetings was as follows:

Name of the Member	Status	Category	Number of Meetings attended
Mr. A. J. A. Tauro	Chairman	Independent	6
Mr. H. S. Bawa	Member	Non-executive	6
Mr. R. N. Bansal	Member	Independent	6
Mr. Marco Wadia	Member	Independent	7

- (ii) Investors Grievance Committee

- Terms of reference:

The Committee was formed to approve the matters relating to allotment of securities, issue of duplicate certificates, review and redressal of investor grievances, decide the dates of book closure/ record dates in respect of the securities presently issued by the Company, etc. In order to provide quick service to investors, the Board has delegated certain powers to few executives to deal with various matters including transfer of shares across the counter, transmission of securities, etc.

- Composition:

The Committee comprises of three Directors. The Committee met 3 times during the year and the attendance of members at the meetings was as follows:

Name of the Member	Status	Category	Number of Meetings attended
Mr. R. N. Bansal	Chairman	Independent	3
Mr. H. S. Bawa	Member	Non-executive	3
Mr. Anil Kapoor	Member	Managing Director	3

Mr. M. S. Rathore, Vice President – Legal, Corporate Communication & Secretary is the Compliance Officer of the Company.

- Resolution of Investors' Grievances received and resolved during the year:

The Company has about 2,17,324 investors as on March 31, 2009. During the year under review, the status of requests and complaints was as follows:

Particulars	Opening Balance	Received	Total Resolved	Closing Balance
Requests	38	18,072	18,109	1*
Complaints	NIL	117	117	NIL

* Since attended

- (iii) Remuneration Committee

- Terms of reference:

The Committee was formed to recommend appointment of Managing Director(s)/ Whole Time Director(s)/ Manager and to review and approve the remuneration including the compensation package, annual increments, incentives, additional perquisites, etc. of the Managing Director(s)/ Whole Time Director(s) and Senior Executives of the Company.

- Composition:

The Committee comprises of three Directors. The Committee met once during the year and the attendance of members at the meetings was as follows:

Name of the Member	Status	Category	Number of Meetings attended
Mr. R. N. Bansal	Chairman	Independent	1
Mr. A. J. A. Tauro	Member	Independent	1
Mr. Marco Wadia	Member	Independent	1

- (iv) Banking and Finance Committee

- Terms of reference:

The Committee was formed to approve availing of various types of finances including working capital facilities, loan facilities, etc. and any other specific matter delegated by the Board from time to time.

- Composition:

The Committee comprises of four Directors. The Committee met twice during the year and the attendance of members at the meetings was as follows:

Name of the Member	Status	Category	Number of Meetings attended
Mr. S. S. Bhartiya	Chairman	Non-executive	2
Mr. D. Basu	Member	Independent	0
Mr. C. S. Nopany	Member	Non-executive	1
Mr. Anil Kapoor	Member	Managing Director	2

- (v) Project Monitoring Committee

- Terms of reference:

The Committee was formed to review progress of the Gadepan I & II Revamp projects and approve contracts of certain value.

- Composition:

The Committee comprises of four Directors. The Committee met twice during the year and the attendance of members at the meetings was as follows:

Name of the Member	Status	Category	Number of Meetings attended
Mr. C. S. Nopany	Chairman	Non-executive	2
Mr. H. S. Bawa	Member	Non-executive	2
Mr. R. N. Bansal	Member	Independent	2
Mr. Anil Kapoor	Member	Managing Director	2

(vi) Quarterly Results Review Committee

• Terms of reference:

The Committee was formed to deal with all the matters pertaining to approval of the unaudited quarterly results of the Company.

• Composition:

The Committee comprises of four Directors. The Committee met once during the year and the attendance of members at the meeting was as follows:

Name of the Member	Status	Category	Number of Meetings attended
Mr. S. S. Bhartia	Chairman	Non-executive	1
Mr. H. S. Bawa	Member	Non-executive	1
Mr. R. N. Bansal	Member	Independent	1
Mr. Anil Kapoor	Member	Managing Director	1

(vii) Compensation Committee

• Terms of reference:

The Committee was formed to formulate Employee Stock Option Scheme and its administration.

• Composition:

The Committee comprises of five Directors. The Committee met thrice during the year and the attendance of members at the meetings was as follows:

Name of the Member	Status	Category	Number of Meetings attended
Mr. C. S. Nopany	Chairman	Non-executive	2
Mr. H. S. Bawa	Member	Non-executive	3
Mr. R. N. Bansal	Member	Independent	3
Mr. A. J. A. Tauro	Member	Independent	1
Mr. Marco Wadia	Member	Independent	3

f) Details of remuneration paid to directors for the year 2008-09

(i) Executive Directors

Managing Director	Salary	Perquisites	Amount (in Rs.) Retirement Benefits
Mr. Anil Kapoor	76,96,000	7,48,446	9,07,200

- The term of appointment of Mr. Anil Kapoor is upto February 15, 2012, which can be terminated by either party by giving three months' written notice to other party.
- The Company has not issued any stock options.

(ii) Non - Executive Directors

The Company doesn't pay any remuneration to its Non-Executive Directors except sitting fee for attending the meetings of the Board and the Committees thereof. The Company pays sitting fee to its Non-Executive Directors @ Rs. 20,000 and Rs. 7,500 for attending each meeting of the Board of Directors and Committees of Directors, respectively. The details of sitting fee paid during the year 2008-09 are as follows:

Name of the Director	Amount (in Rs.)
Dr. K. K. Birla	20,000
Mr. R. N. Bansal	2,20,000
Mr. D. Basu	40,000
Mr. H. S. Bawa	2,12,500
Mr. S. S. Bhartia	1,02,500
Mr. M. D. Locke	40,000
Mr. C. S. Nopany	1,17,500
Mr. S. K. Poddar	1,00,000
Mr. A. J. A. Tauro	1,40,000
Mr. Marco Wadia	1,82,500

g) Remuneration Policy

The Company's remuneration policy aims at attracting and retaining high talent by taking into account the talent market, national and international remuneration trends and the competitive requirements of each of its businesses.

Remuneration of employees largely consists of base remuneration, perquisites and performance incentives. The components of the total remuneration vary for different cadres and are governed by industry pattern, qualifications and experience of the employee, responsibilities handled by him, individual performance, etc.

h) Shareholding of Directors as on March 31, 2009

Name of the Director	Number of Shares held
Mr. R. N. Bansal	NIL
Mr. D. Basu	NIL
Mr. H. S. Bawa	83,000
Mr. S. S. Bhartia	110
Mr. M. D. Locke	NIL
Mr. C. S. Nopany	5,65,875
Mr. Anil Kapoor	NIL
Mr. S. K. Poddar	1,55,352
Mr. A. J. A. Tauro	1,000
Mr. Marco Wadia	6,000

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i) General Body Meetings

i) The last three Annual General Meetings of the Company were held as under:

Financial year	Date	Time	Location
2007-2008	10.09.2008	1030 hours	Registered Office - Gadepan, Distt. Kota, Rajasthan
2006-2007	24.08.2007	1030 hours	Registered Office - Gadepan, Distt. Kota, Rajasthan
2005-2006	25.08.2006	1030 hours	Registered Office - Gadepan, Distt. Kota, Rajasthan

ii) The Company had taken shareholders' approval in 23rd Annual General Meeting held on September 10, 2008 by way of special resolution for approval of issue of equity shares under Employee Stock Option Scheme(s). Shareholders' approval through postal ballot was not sought for any matter last year.

j) Disclosures

There are no materially significant transactions with the related parties viz. promoters, directors, relatives, the management, subsidiaries, etc. that may have a potential conflict with the interest of the Company at large.

No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority in any matter related to capital markets, for non-compliance by the Company.

Your Company is fully compliant with the mandatory requirements of Clause 49 of the listing Agreement with the stock exchanges and quarterly compliance report has been submitted to the stock exchanges where the Company's equity shares are listed in the requisite format duly signed by the Compliance Officer.

The Company has adopted the following non-mandatory requirements relating to:

- providing half-yearly un-audited financial results of the Company to each household of the shareholders;
- Remuneration Committee; and
- maintenance of the office of Non-Executive Chairman at the Company's expense.

k) Means of Communication

(i) The Company has been disclosing corporate financial performance on quarterly, half-yearly and annual basis well within the stipulated period to the Stock Exchanges and general public after being approved by the Board. The results are normally published in the main editions of two or more national and vernacular dailies such as Economic Times, Mint, Navbharat Times, Rajasthan Patrika and Dainik Bhaskar. The Company has been mailing half yearly unaudited financial results to all the shareholders. All these results, including the entire Annual Report and Accounts, were posted on SEBI's Electronic Data Information Filing and Retrieval (EDIFAR) system website.

(ii) Information relating to shareholding pattern, compliance with corporate governance norms, etc. is also posted on SEBI's EDIFAR website.

(iii) The results are simultaneously posted on the website of the Company at www.chambalfertilisers.in. On this website, the investors can also find details of various services being provided to them, guidance and procedure to be followed by the investors for transfer, transmission and transposition of the securities, dematerialization, rematerialisation of shares, etc.

(iv) The Company did not make any presentation to the institutional investors or the analysts.

(v) Management Discussion and Analysis Report forms part of this Annual Report.

l) Code of Conduct & Ethics

The Company has adopted "Code of Conduct and Ethics" for the Directors and Senior Executives of the Company. The object of the Code is to conduct the Company's business ethically and with responsibility, integrity, fairness, transparency and honesty.

The Code of Conduct also serves as a tool in carrying out the Company's social responsibility in a more effective manner. This Code sets out a broad policy for one's conduct in dealing with the Company, fellow directors and employees and with the external environment in which the Company operates.

The Code is available on the Company's corporate website www.chambalfertilisers.in.

The declaration given by Managing Director of the Company with respect to affirmation of compliance of the Code by the Board Members and Senior Executives of the Company is enclosed as Annexure - "F".

m) Code of Internal Procedures and Conduct for Trading in Securities of the Company

The Company has a Code of Internal Procedures and Conduct for Trading in Securities of the Company. The Code, inter-alia, prohibits purchase/ sale of shares of the Company by Directors, Officers, designated employees and their dependents while in possession of unpublished price sensitive information in relation to the Company.

n) General Shareholders' Information

(i) 24th Annual General Meeting

Venue: Registered Office at Gadepan, Distt. Kota, Rajasthan - 325208

Time: 1030 hours

Day & Date: Thursday, August 20, 2009

(ii) Tentative Financial Calendar

Event	Date
Audited Annual Results (2008-09)	May 15, 2009
Mailing of Annual Report	Mid July 2009
First Quarter Results	End July 2009
Half Yearly Results	End October 2009
Mailing of half yearly results to shareholders	Mid November 2009
Third Quarter Results	End January 2010
Audited Annual Results (2009-10)	May 2010

(iii) Book Closure

The register of members and share transfer books of the Company shall remain closed from Tuesday, August 4, 2009 to Thursday, August 6, 2009 (both days inclusive).

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(iv) Dividend Payment Date: August 25, 2009

(v) Listing on Stock Exchanges and Stock codes

The names and addresses of the stock exchanges at which the equity shares of the Company are listed and the respective stock codes are as under:

S. No	Name of the Stock Exchange	Stock Code
1.	Bombay Stock Exchange Limited (BSE) Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street, Mumbai - 400 001	500085
2.	The National Stock Exchange of India Limited (NSE) Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051	CHAMBLFERT

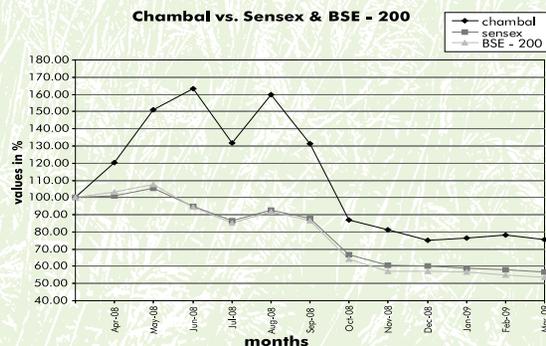
The Company has paid annual listing fees for the year 2009-10 to BSE and NSE.

(vi) Market price data

High and low of market prices of the Company's equity shares traded on BSE and NSE during the last financial year were as follows:

Month	(Amount in Rs.)			
	BSE		NSE	
	High	Low	High	Low
April 2008	75.90	47.55	76.00	47.60
May 2008	92.75	61.70	92.75	60.55
June 2008	96.40	66.50	96.50	66.70
July 2008	77.60	52.55	77.55	52.55
August 2008	87.50	68.85	87.45	68.80
September 2008	76.95	47.60	77.10	47.20
October 2008	56.85	32.05	56.95	31.70
November 2008	54.25	29.50	53.30	29.35
December 2008	42.95	32.05	43.00	32.00
January 2009	42.85	32.00	42.85	33.30
February 2009	43.00	35.30	43.25	35.30
March 2009	43.35	33.90	43.45	33.85

(vii) Performance of Chambal's equity share in comparison to BSE Sensex and BSE 200 on the basis of closing values:



The base of 100 is taken to be the closing price of shares and values of indices as on March 31, 2008.

(viii) Registrar and Transfer Agents & Share Transfer System

M/s. Zuari Investments Limited is your Company's Share Transfer Agent. Share transfers in physical form and other communications regarding shares, dividends, change of address, etc., may be addressed to:

M/s. Zuari Investments Limited,

Share Transfer Agents

'F' Block, 2nd Floor,

International Trade Tower,

Nehru Place, New Delhi - 110 019.

Tel : 011 - 41697900, 46581300

Fa : 011 - 26465218, 26480639, 26413391

E-mail : isc@chambal.in

The dematerialized shares are directly transferred to the beneficiaries by the Depositories.

The Share Transfer Agents have an online computerised system for transfer of shares in physical form. The designated officials of the Company are authorised to approve transfer of shares after they are processed by the Share Transfer Agents including transfer of shares 'Over the Counter' upto 10,000 shares per request. Average time taken in transfer of shares across the counter is 5 minutes per share certificate and in other cases around 5 days from the date of receipt of the request.

(ix) Address for Correspondence:

The Investors can personally contact or send their correspondence either to Share Transfer Agents at the aforesaid address or at the Company's Investor Service Centre at the following address:

Chambal Fertilisers and Chemicals Limited

Investor Service Centre

"International Trade Tower"

'F' Block, 2nd Floor, Nehru Place

New Delhi - 110 019

Tel : 011 - 41697900, 46581300

Fax : 011 - 26465218, 26480639, 26413391

E-mail : rajeshkumar.jain@chambal.in or rajveer.singh@chambal.in or ms.rathore@chambal.in

Website : www.chambalfertilisers.in

(x) Dematerialization of Shares and Liquidity

The Equity Shares of the Company are compulsorily traded in dematerialised form and the Company has signed agreements with both the Depositories i.e. National Securities Depositories Limited and Central Depository Services (India) Limited. As on March 31, 2009, about 90.50% of the share capital of the Company was held in dematerialised form.

The equity shares of the Company are also being traded in the futures and options segment of the National Stock Exchange of India Limited. The shares of the Company are part of BSE-200 (Group A).

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(xi) Distribution of Shareholding

The distribution of shareholding as on March 31, 2009 was as follows:

S. No	No. of Equity Shares held	No. of Share Holders	Percentage of total	No. of Shares held	Percentage of total shares Shareholders
1.	1 to 500	1,88,164	86.58	3,39,95,888	8.17
2.	501 to 1000	17,427	8.02	1,53,12,073	3.68
3.	1001 to 5000	9,857	4.54	2,17,23,254	5.22
4.	5001 to 10000	958	0.44	72,49,970	1.74
5.	10001 to 100000	744	0.34	2,04,37,966	4.91
6.	100001 to 500000	96	0.04	2,51,08,839	6.03
7.	500001 & above	78	0.04	29,23,79,862	70.25
	Total	2,17,324	100.00	41,62,07,852	100.00

Details of Shareholding as on March 31, 2009 was as under:

S.No	Category	No. of shares held	Shareholding (%)
1.	Promoters	20,65,15,663	49.62
2.	Financial Institutions, Banks & Mutual fund	5,46,87,939	13.14
3.	NRIs, Foreign Nationals, OCBs and FIIs	3,66,32,857	8.80
4.	Indian Public	11,83,71,393	28.44
	Total	41,62,07,852	100.00

(xii) Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity

NIL

(xiii) a) Location of the Plants

Fertiliser Plants : Gadepan, Distt. Kota, Rajasthan, India, PIN – 325 208.

Birla Textile Mills : Baddi, Distt. Solan, Himachal Pradesh, India, PIN -173 205.

b) India Steamship - Shipping Division : 44, Park Street, Kolkata, West Bengal, India, PIN – 700 017

Annexure "F" to Directors' Report DECLARATION OF MANAGING DIRECTOR

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, I, Anil Kapoor, Managing Director of Chambal Fertilisers and Chemicals Limited, declare that all Board Members and Senior Executives of the Company have affirmed their compliance with the Code of Conduct and Ethics during the year 2008-09.

Place : New Delhi
Date : May 15, 2009

Anil Kapoor
Managing Director