



Chambal Fertilisers and Chemicals Limited

(CIN: L24124RJ1985PLC003293)

Registered Office: Gadepan, District Kota, Rajasthan, PIN – 325 208, India

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Email: isc@chambal.in; Website: www.chambalfertilisers.com

NOTICE

NOTICE is hereby given that the Thirty Eighth Annual General Meeting of the members of Chambal Fertilisers and Chemicals Limited will be held at 10.30 A.M. Indian Standard Time on Tuesday, September 12, 2023, through video conferencing ("VC") / other audio visual means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the audited financial statements of the Company for the Financial Year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and
 - b) the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2023 and the report of the Auditors thereon.
2. To declare final dividend on equity shares for the Financial Year ended March 31, 2023.
3. To appoint Mr. Chandra Shekhar Nopany (Director Identification Number: 00014587), who retires by rotation and, being eligible, offers himself for re-appointment, as a Director.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration Number : 000024), appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the cost records of the Company, as applicable, for the Financial Year ending March 31, 2024, amounting to Rs. 1,20,000 (Rupees One Lakh Twenty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified."
5. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any modification(s) or re-enactment thereof, for the time being in force) and any other provisions of applicable laws or regulations and the

Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Abhay Bajjal (Director Identification Number: 01588087) as Managing Director of the Company, for the period of 2 (two) years from July 21, 2023 to July 20, 2025, not liable to retire by rotation, on such terms and conditions including remuneration as set out in the statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the notice of this Annual General Meeting with the authority to the Board of Directors of the Company to alter and vary the terms and conditions of the said appointment and/or remuneration, as it may deem fit.

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

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof, for the time being in force), Mr. Vivek Mehra (Director Identification Number: 00101328), who was appointed as an Independent Director of the Company for a term upto September 17, 2023 and qualifies for being re-appointed as an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing him as a candidate for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years from September 18, 2023 to September 17, 2028 and not liable to retire by rotation."

By order of the Board of Directors

Anuj Jain

Assistant Vice President - Finance &
Company Secretary

New Delhi
August 08, 2023

NOTES:

1. Explanatory Statement

The statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") relating to the items of the special business is given below and forms part hereof.

2. Details of Director proposed to be re-appointed

Mr. Chandra Shekhar Nopany is retiring by rotation and, being eligible, offers himself for re-appointment, as a Director. The brief resume and other details of Mr. Chandra Shekhar Nopany are given below:

Mr. Chandra Shekhar Nopany (Director Identification Number: 00014587), aged about 57 years, is an industrialist having around 35 years' experience and expertise in diverse fields like sugar, textiles, finance and fertilisers. He leads as a new generation entrepreneur with concerted focus on efficiency and growth. He is a Chartered Accountant and Master of Science in Industrial Administration from Carnegie Mellon University, Pittsburgh, U.S.A. He is former President of Indian Chamber of Commerce, Kolkata and Indian Sugar Mills Association.

The details of other Indian companies in which Mr. Chandra Shekhar Nopany is a director are as under:

S. No.	Name of the Company
1.	Avadh Sugar & Energy Limited*
2.	Magadh Sugar & Energy Limited*
3.	Morton Foods Limited
4.	New India Retailing & Investment Limited*
5.	Ronson Traders Ltd
6.	SIL Investments Limited*
7.	Sutlej Textiles and Industries Limited*
8.	Yashovardhan Investment & Trading Company Limited

*Listed entity

The details of Mr. Chandra Shekhar Nopany's Chairpersonship/ Membership of the Committees of the Board of Directors of Indian Companies are as under:

S. No.	Name of the Company	Name of the Committee	Position held
1.	Avadh Sugar & Energy Limited	Finance & Corporate Affairs Committee	Member
2.	Chambal Fertilisers and Chemicals Limited	Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairman
		Banking and Finance Committee	Member
		Project Monitoring Committee	Chairman
		Strategy Committee	Member

S. No.	Name of the Company	Name of the Committee	Position held
3.	Magadh Sugar & Energy Limited	Corporate Social Responsibility Committee	Chairman
		Finance & Corporate Affairs Committee	Chairman
4.	Morton Foods Limited	Finance and Corporate Affairs Committee	Member
5.	New India Retailing & Investment Limited	Finance & Corporate Affairs Committee	Chairman
6.	SIL Investments Limited	Stakeholders' Relationship Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Finance and Corporate Affairs Committee	Chairman
7.	Sutlej Textiles and Industries Limited	Finance and Corporate Affairs Committee	Chairman

Mr. Chandra Shekhar Nopany has not resigned from the directorship of any listed entity in the past three years.

Mr. Chandra Shekhar Nopany holds 2,90,275 equity shares in the Company. Apart from this, Chandra Shekhar Nopany HUF holds 2,40,100 equity shares, Chandra Shekhar Nopany as Trustee of Shruti Family Trust holds 1,000 equity shares and Chandra Shekhar Nopany as Trustee of Shekhar Family Trust holds 1,40,01,000 equity shares of the Company. Mr. Chandra Shekhar Nopany is not a relative (as defined under the Act and Rules thereunder) of any Director or Key Managerial Personnel of the Company. He was first appointed as Alternate Director on the Board of Directors of the Company on November 15, 1994 and served as Alternate Director thereafter from time to time. He was appointed as Director of the Company with effect from September 16, 2008. He has attended all the 4 meetings of the Board of Directors of the Company held during the Financial Year 2022-23.

The Company has paid sitting fee of Rs. 3,20,000 to him during the Financial Year 2022-23 and commission of Rs. 10,00,000 is payable to him for the said financial year. If re-appointed, Mr. Chandra Shekhar Nopany shall be liable to retire by rotation and he shall be entitled to receive sitting fee for attending the meetings of the Board of Directors and Committees thereof and payment by way of commission within the limits approved by the members of the Company.

3. Conducting Annual General Meeting through video conferencing or other audio visual means and dispatch of documents

3.1 The Ministry of Corporate Affairs, Government of India vide General Circular no. 10/2022 dated December 28, 2022 read with General Circular no. 2/2022 dated

- May 05, 2022, General Circular no. 02/2021 dated January 13, 2021, General Circular no. 20/2020 dated May 05, 2020, General Circular no. 17/2020 dated April 13, 2020 and General Circular no. 14/2020 dated April 08, 2020 (hereinafter collectively referred to as "MCA Circulars") has allowed the companies whose annual general meeting is due in the year 2023 to conduct annual general meeting through video conferencing ("VC") or other audio visual means ("OAVM") till September 30, 2023. In pursuance of the applicable provisions of the Act read with MCA Circulars, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 read with Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (hereinafter collectively referred to as "SEBI Circulars"), the Thirty Eighth Annual General Meeting of the Company ("AGM") is being convened and conducted through VC / OAVM, which does not require physical presence of members at a common venue. The venue of AGM shall be deemed to be the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN - 325208.
- 3.2 In pursuance of the MCA Circulars and SEBI Circulars, notice of AGM and the Annual Report of the Company for the Financial Year 2022-23 ("Annual Report 2022-23") comprising audited financial statements for the Financial Year 2022-23, Auditor's Reports, Board's Report and all other documents required to be attached thereto and Business Responsibility and Sustainability Report are being sent only through email to those members whose email addresses are registered with the Company or the depositories/ depository participants. These documents will also be available on the website of the Company at www.chambalfertilisers.com, the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.
 - 3.3 As per the provisions of Section 105 of the Act, a member entitled to attend and vote at AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Since the AGM is being held through VC/ OAVM and physical attendance of members has been dispensed with, the facility for appointment of proxies by the members will not be available for the AGM. Accordingly, the Proxy Form, Attendance Slip and Route Map are not enclosed hereto.
 - 3.4 The attendance of the members in the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - 3.5 The documents referred in this notice of AGM shall be available for inspection electronically by the members upto the date of AGM. The members seeking to inspect such documents may send an email to the Company at isc@chambal.in.
 - 3.6 The Registers maintained under Sections 170 and 189 of the Act and the certificate from Secretarial Auditor of the Company, in terms of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, regarding implementation of 'CFCL Employees Stock Option Scheme 2010', shall be available for inspection electronically by the members during the AGM. The members seeking to inspect such documents may send an email to the Company at isc@chambal.in.
 - 3.7 The institutional investors who are members of the Company, are encouraged to attend and vote in the AGM through VC/OAVM.
 - 3.8 The special business under item nos. 4, 5 and 6 of the notice of AGM, to be transacted at the AGM, has been considered unavoidable by the Board of Directors of the Company.
- #### 4. E-voting Facility
- 4.1 The Company is providing to its members a facility to exercise their right to vote on resolutions proposed to be considered at the AGM through voting by electronic means ("e-Voting") and the business set out in the notice of AGM may be transacted through e-Voting. The Company has engaged NSDL to provide the facility of remote e-Voting to the members and the facility of e-Voting to the members participating in the AGM through VC/OAVM.
 - 4.2 The remote e-Voting period shall commence at **09.00 A.M. Indian Standard Time ("IST") on Friday, September 08, 2023** and ends at **05.00 P.M. IST on Monday, September 11, 2023**. At the end of the remote e-Voting period, the remote e-Voting facility shall be blocked by NSDL forthwith. The remote e-Voting shall not be allowed after 05.00 P.M. IST on September 11, 2023.
 - 4.3 In pursuance of Sections 112 and 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting and participation and voting in the AGM. Corporate/ Institutional members (i.e. other than individuals, HUF, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority Letter / Power of Attorney, etc. to the Scrutiniser by e-mail at scrutinizer@chambal.in, with a copy marked to evoting@nsdl.co.in. Corporate / Institutional members (i.e. other than individuals, HUF etc.) can also upload their Board Resolution / Authority Letter/ Power of Attorney, etc. by clicking on "**Upload Board Resolution/ Authority Letter**" displayed under "**e-Voting**" tab in their login.
 - 4.4 The members who have cast their vote by remote e-Voting may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
 - 4.5 The facility of e-Voting shall also be made available to the members participating in the AGM through VC/ OAVM. Only those members, who are attending the AGM through VC / OAVM facility and have not cast their vote through remote e-Voting, shall be allowed to vote through e-Voting in the AGM.

5. Process and manner of Remote e-Voting, attending AGM through VC/OAVM and e-Voting at AGM

Pursuant to the Securities and Exchange Board of India ("SEBI") Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 with respect to "e-Voting facility provided by listed entities", individual shareholders holding equity shares of the Company in dematerialised form can cast their vote, by way of single login credential, through their demat accounts/ websites of depositories/ depository participants.

The members are advised to update their mobile number and E-mail Id in their demat accounts in order to access e-Voting facility.

The process and manner of remote e-Voting, attending AGM through VC / OAVM and e-Voting at AGM are as under:

A) Procedure to login for individual shareholders holding shares of the Company in demat mode

I) Procedure to login through websites of Depositories

a) Individual Shareholders holding shares of the Company in demat mode with NSDL

- i) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the URL: <https://eservices.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. Enter your User Id, Password and Verification Code as shown on the screen. After successful authentication, you will be able to see e-Voting services under "Value Added Services". Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or **e-voting Service Providers - NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining AGM and voting during AGM.

If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> to register for IDeAS e-Services.

- ii) The shareholders may directly access the e-Voting module of NSDL also. For directly accessing the e-Voting module, open web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member/Creditor' section. A new screen will open. You will have to enter your User Id (i.e. 8 Character DP ID followed by 8 Digit Client ID of demat account held with NSDL), Password/OTP (One Time Password) and a Verification Code as shown on the screen.

After successful authentication, you will be redirected to NSDL IDeAS portal wherein you can see e-Voting page. Click on options available against Company name or e-voting Service Providers - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining AGM and voting during AGM.

- iii) The shareholders can also download the NSDL Mobile Application i.e. "NSDL Speede" for seamless voting experience.

b) Individual Shareholders holding shares of the Company in demat mode with Central Depository Services (India) Limited ("CDSL")

- i) Users who have opted for CDSL Easi / Easiest facility, can login through their existing username and password. Option will be made available to reach e-Voting page without any further authentication. The users to login through Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and My Easi Tab and then use your existing My Easi username and password.

After successful login through Easi/Easiest, user will also be able to see the e-Voting option when the e-Voting is in progress. On clicking the Evoting option, the user will be able to see e-Voting page of all the e-voting service providers. Click on NSDL for casting your vote during the remote e-Voting period or joining AGM and voting during AGM. Additionally, links are also provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers website directly.

If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and My Easi Tab and then click on registration option.

- ii) Alternatively, the user can directly access e-Voting page by providing demat account number and Permanent Account Number ("PAN") from "E Voting" link available on home page of www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile Number and Email ID as recorded in the demat account.

After successful authentication, user will be able to see the e-Voting option during the remote e-Voting period or joining AGM and voting during AGM and will also be able to directly access the system of all e-voting service providers. Click on NSDL to cast your vote during the remote e-Voting period or joining AGM and voting during AGM.

II) Procedure to login through Depository Participants

- a) Shareholders can also login using the login credentials of their demat account through their depository participant registered with NSDL/CDSL for e-Voting facility.

- b) Upon logging in, the shareholder will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL depository site and after successful authentication, you can see e-Voting option.
- c) Click on options available against Company name or **e-voting Service Providers-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining AGM and voting during AGM.

III) Helpdesk for Individual Shareholders holding shares of the Company in demat mode

Individual Shareholders holding shares of the Company in demat mode who need assistance for any technical issues related to login through depository i.e. NSDL or CDSL may reach out to following helpdesk:

Login type	Helpdesk details
Individual Shareholders holding shares of the Company in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 48867000 and 022 - 24997000
Individual Shareholders holding shares of the Company in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID / Forgot Password option available at above mentioned websites.

B) Procedure to login for shareholders other than Individual shareholders holding shares of the Company in demat mode and shareholders holding shares of the Company in physical mode

- i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/ Member/Creditor" section.
- iii) A new screen will open. You will have to enter your User Id and Password/ OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-Services after using your log-in credentials, you will be able to see e-Voting services under Value Added Services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or

e-voting Service Providers- NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining AGM and voting during AGM.

- iv) The User Id details are given below:

Manner of holding shares	User Id
(i) For members who hold shares of the Company in demat account with NSDL	8 Character DPID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your User Id is IN300***12*****
(ii) For members who hold shares of the Company in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your User Id is 12*****
(iii) For members holding shares of the Company in Physical Form	EVEN (E-Voting Event Number) of the Company followed by Folio Number registered with the Company. For example if Folio Number is E001**** and EVEN is 101456 then User Id is 101456E001****

- v) Password details are given below:

- a) If you are already registered with NSDL for e-Voting, then you can use your existing password to login and cast vote.
- b) If you are using NSDL e-Voting system for the first time, you need to retrieve the 'Initial Password' in the following manner:
 - i. The shareholders, whose e-mail addresses are registered with the Company/depository participants, shall receive an e-mail alongwith a PDF file attached therewith. The shareholder should open the PDF file attached with the e-mail. The said PDF file contains User Id and password of the shareholder for e-Voting. The password to open the PDF file is member's 8 Digit Client ID for NSDL account, last 8 Digit of Client ID for CDSL account and folio number for shares held in physical form.
 - ii. If email address of a shareholder is not registered with the Company/ depository participant, such shareholder shall follow the steps mentioned in Note no. 6 below for obtaining the password details.

- vi) If you are unable to retrieve or have not received the "Initial Password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" option (if you are holding shares in your demat account with NSDL or CDSL) and click on "**Physical User Reset Password?**" option (if you are holding shares in physical mode). These options are available under

“Shareholder/ Member/ Creditor” section on www.evoting.nsdl.com.

- b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- c) Members can also use the OTP based login for casting the votes on the e-Voting system of NSDL.
- vii) After entering your password, tick on agree to all “Terms and Conditions” by selecting on the check box.
- viii) Now, you will have to click on “Login” button and thereafter Home page of e-Voting will open.

C) Procedure for casting vote through Remote e-Voting

After successful login by following the procedure mentioned above, the below mentioned steps should be followed for casting the vote through remote e-Voting:

- i) Select “EVEN” of Chambal Fertilisers and Chemicals Limited during the remote e-Voting period. Now, you are ready for remote e-Voting as the Voting page opens.
- ii) Cast your vote by selecting appropriate option i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- iii) Upon confirmation, the message “Vote cast successfully” will be displayed.
- iv) You can similarly vote in respect of all the items forming part of the notice of AGM. The members can login any number of times during the remote e-Voting period, till they have voted on all the resolutions.
- v) You can also take print of the votes cast by you by clicking on the print option on the confirmation page.
- vi) Once the vote on a resolution is cast, the member shall not be allowed to change it subsequently or cast the vote again.

D) Procedure for attending the AGM through VC / OAVM and e-Voting at AGM

- i) The members can join the AGM through VC/OAVM by following the procedure for login mentioned above in this Note no. 5. After successful login, a member can see “VC/OAVM” link placed under “Join Meeting” menu against Company name. For joining the meeting, the member needs to click on “VC/OAVM” link placed under “Join Meeting” menu. The facility to join the AGM through VC/OAVM shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
- ii) The members may use same procedure for e-Voting during AGM as mentioned above for remote e-Voting.
- iii) The facility of participation in the AGM through VC/OAVM will be available for members on a first-come-first-served basis.

iv) Members are encouraged to join the meeting through laptops for better experience. Further, members will be required to use internet with a good speed to avoid any disturbance during the AGM.

v) Members can submit queries / questions in advance with regard to the financial statements or any other matter to be placed at the AGM, through email at isc@chambal.in from their registered email address, mentioning their Name, DP ID and Client ID/ Folio Number, PAN and mobile number, atleast 48 hours before the scheduled time of the commencement of AGM and such questions / queries shall be replied suitably depending upon the availability of time at the AGM.

vi) Members who would like to express their views or ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN and mobile number at isc@chambal.in atleast 48 hours before the scheduled time of the commencement of AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending upon the availability of time.

6. Process for procuring User Id and password for participation in the AGM through VC/OAVM and e-Voting, for those Members whose email address is not registered

A member whose email address is not registered with the Company or depository/ depository participant and who wish to receive through email User Id and password to participate in the AGM through VC / OAVM and vote through e-Voting system in the AGM or through remote e-Voting, should follow the procedure mentioned below:

- (i) In case the shares of the Company are held by a member in physical form, such member should submit scanned copy of a signed request letter mentioning his/ her/ its email address, name, folio number and complete address alongwith self-attested copies of PAN Card and AADHAAR Card by email to isc@chambal.in or send these documents to the Share Transfer Agent of the Company; and
- (ii) In case the shares of the Company are held by a member in dematerialized form, such member should submit scanned copy of a signed request letter mentioning his/ her / its email address, name, DP ID and Client ID (16 digit DP ID + Client ID or 16 digit Beneficiary ID) alongwith self-attested scanned copies of Client Master List or Consolidated Demat Account statement, PAN Card and AADHAAR Card through email to isc@chambal.in or evoting@nsdl.co.in or send these documents to the Share Transfer Agent of the Company.

7. Entitlement for e-Voting

7.1 A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories (in case of shares

held in dematerialised form) as on the cut-off date i.e. **September 05, 2023** only shall be entitled to avail the facility of remote e-Voting as well as voting in the AGM through e-Voting system. A person who is not a member as on the cut-off date should treat this notice of AGM for information purposes only. The voting rights of the shareholders shall be reckoned in proportion to their shares in the total paid-up equity share capital of the Company as on cut-off date i.e. **September 05, 2023**.

- 7.2 A person who becomes a member of the Company after sending of the notice of AGM and holding shares as on the cut-off date i.e. **September 05, 2023**, may obtain the User Id and password by sending a request at evoting@nsdl.co.in or isc@chambal.in. However, if such member is already registered for e-Voting then such member may follow the process and manner of remote e-Voting, attending AGM through VC / OAVM and e-Voting at AGM given in Note No. 5 above.

8. Contact Details for Queries / Grievances

In case of any queries, the members may refer the Frequently Asked Questions (FAQs) (for Shareholders) on the e-Voting System of NSDL and User Manual on e-Voting System for Shareholders, available at the download section of www.evoting.nsdl.com or call at 022 - 48867000 and 022 - 24997000. In case of any queries/ grievances connected with remote e-Voting or the e-Voting in the AGM or if the members need any assistance before or during the AGM, the members may contact Ms. Pallavi Mhatre, Senior Manager, NSDL at the designated email IDs: evoting@nsdl.co.in or pallavid@nsdl.co.in (call at 022 - 48867000 and 022 - 24997000) or Mr. Shyamal Kumar Choudhury, Deputy Manager - Secretarial at the Corporate Office of the Company at "Corporate One", First Floor, 5, Commercial Centre, Jasola, New Delhi - 110 025, Telephone No. 011-41697900 / 011-46581300, Fax: 011-40638679, E-mail: isc@chambal.in.

9. Declaration of voting results

- 9.1 The Board of Directors of the Company has appointed Mr. Manish Gupta, Partner, RMG & Associates, Company Secretaries in whole time practice (Membership No. FCS 5123 and Certificate of Practice No. 4095) and in his absence, Mr. Manoj Maheshwari, Partner, V. M. & Associates, Company Secretaries in whole time practice (Membership No. FCS 3355 and Certificate of Practice No. 1971), to scrutinise the remote e-Voting process and voting in the AGM in a fair and transparent manner.
- 9.2 After completion of scrutiny of the votes cast at the AGM and the votes cast through remote e-Voting, the Scrutiniser shall make, within 2 working days from the conclusion of the AGM, a consolidated scrutiniser's report and submit the same to the Chairperson of AGM or any other person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith. The results declared alongwith scrutiniser's report shall be placed on the Company's website www.chambalfertilisers.com and NSDL website: www.evoting.nsdl.com, immediately after the results are declared.

10. Payment of Dividend

The Board of Directors, at its meeting held on May 26, 2023, has recommended a final dividend of Rs. 3.00 per equity share of Rs. 10 each of the Company, for the Financial Year ended March 31, 2023. The final dividend on equity shares for the Financial Year ended March 31, 2023, if declared at the AGM, will be paid subject to deduction of tax at source.

11. Book Closure

The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, August 22, 2023 to Wednesday, August 23, 2023 (both days inclusive) for determining the eligibility of shareholders for payment of final dividend on equity shares, if declared at the AGM.

12. Tax on Dividend

Members may note that the Income Tax Act, 1961, ("the IT Act") mandates that dividend paid or distributed by a company shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source at the time of making the payment of final dividend to the members. The members are requested to refer to the IT Act for the prescribed rates of tax deduction at source for various categories.

The rates of tax deduction at source shall be based on the residential status of the member, category of member, status of return filing, status of PAN-AADHAAR linking and the documents/ declarations submitted to the Company in accordance with the provisions of the IT Act. Accordingly, members are requested to update the PAN, residential status and other details in their respective demat accounts with their depositories, if the shareholding is in demat form or with the Company's Share Transfer Agent i.e. Zuari Finserv Limited, if the shareholding is held in physical form.

The other relevant provisions under the IT Act for Resident and Non-Resident shareholders are as follows:

I. Resident Shareholders

In case of Resident shareholders, tax shall be deducted at source as per the rates specified in Section 194 of the IT Act.

No tax shall be deducted on dividend paid to resident individual shareholders if total dividend amount during the Financial Year 2023-24 is less than Rs. 5,000 or if the shareholder furnishes declaration in Form No. 15G/15H to avail the benefit of non-deduction of tax at source by e-mail to isc@chambal.in on or before **Monday, August 21, 2023**.

In case a shareholder does not provide valid PAN or has not linked AADHAAR with PAN as per the provisions of Section 139AA of the IT Act or is a "specified person" as per Section 206AB of the IT Act, tax shall be deducted at the higher rate as per the provisions of the IT Act.

II. Non-Resident Shareholders

In respect of dividend to be paid to Non-Resident Shareholders, tax is required to be withheld in accordance with the provisions of the IT Act at the 'rates in force' for all non-resident shareholders except where payments are covered specifically under other provisions of the IT Act.

A non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the shareholder, if they are more beneficial to the shareholder, subject to providing necessary documents, i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F and any other document which may be required to avail the tax treaty benefits.

Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident shareholder.

The members holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

In order to enable the Company to determine the appropriate rate of tax deduction/ withholding, the members are requested to provide the requisite details and documents on or before **Monday, August 21, 2023**. Members are requested to send all the above-mentioned documents and any other correspondence in this regard by email to isc@chambal.in or to the Share Transfer Agent of the Company.

Members may send an email to the Company at isc@chambal.in for any clarification in this regard.

13. Unclaimed Dividend

The members may kindly note that the Company is required to transfer the dividends, which remain unclaimed / unpaid for a period of seven years, to the Investor Education and Protection Fund ("IEPF") constituted by the Government of India. During the Financial Year 2022-23, the Company has transferred unclaimed / unpaid dividend for the Financial Year 2014-15 to IEPF.

The Company has uploaded the details of unpaid / unclaimed dividend lying with the Company, on the website of the Company (www.chambalfertilisers.com). The members are requested to claim their unpaid / unclaimed dividend pertaining to the Financial Year 2015-16 and subsequent dividends declared by the Company, by making an application alongwith requisite documents to the Company's Share Transfer Agent, for payment before the same becoming due for transfer to IEPF.

14. Transfer of shares to IEPF

The members may kindly note that pursuant to the provisions of Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules"), all shares in respect of which dividend has remained unclaimed/unpaid for seven consecutive years or more shall be transferred by the Company to the demat account of Investor Education and Protection Fund Authority ("IEPF Authority"). During the Financial Year ended March 31, 2023, the Company has transferred 4,05,017 equity shares to the demat account of IEPF Authority in respect of which dividend has remained unpaid/ unclaimed for the last seven years. Total 55,55,607 equity shares of the Company were lying in the demat Account of IEPF Authority as on March 31, 2023.

The members, whose unclaimed dividend and / or shares have been transferred to IEPF/ IEPF Authority, may claim the dividend and / or shares, as the case may be, from IEPF/IEPF Authority by submitting an application in Form No. IEPF-5 available on www.iepf.gov.in and following the procedure mentioned at the said website and in IEPF Rules.

In pursuance of the IEPF Rules, the Company has communicated individually to the concerned shareholders whose shares are liable to be transferred to IEPF during the Financial Year 2023-24. The Company has also uploaded details of such shareholders and shares due for transfer to IEPF on its website at www.chambalfertilisers.com under the section "Investors".

15. Updation of details of shareholders

15.1 As per Master Circular dated May 17, 2023 issued by SEBI ("SEBI Circular"), it is mandatory for all holders of physical shares in the Company to furnish PAN, Nomination, Contact details, Bank account details and Specimen signatures for their corresponding folio numbers of physical securities.

The concerned members holding shares of the Company in physical form, are required to submit following forms duly completed in all respects, to the Company or its Share Transfer Agent ("STA"), for registration/updation of their details:

Description	Form
Registration / updation of PAN, Contact details (postal address, Mobile number & Email) and Bank details	Form ISR-1
Registration / Updation of signature(s) of shareholder(s)	Form ISR-1, Form ISR-2 (As applicable)
Nomination as provided in Rule 19 (1) of Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
Change of Nomination	Form SH-14
Declaration to Opt-out from Nomination	Form ISR-3
Cancellation of Nomination	Form SH-14 alongwith Form ISR-3
The abovementioned forms are available on the website of the Company at www.chambalfertilisers.com under the section "Investors"	

In pursuance of SEBI Circular, folios wherein PAN, Nomination, Contact details, Bank account details and specimen signatures are not available on or before October 01, 2023 or such other date as may be specified by SEBI, shall be frozen by the STA. The folio in which PAN is not linked with AADHAAR number shall also be frozen by the STA.

The holder of shares whose folio(s) have been frozen shall be eligible to lodge any grievance or avail any service, only after furnishing the complete documents/

details as mentioned above. Further, any payment including dividend in respect of frozen folios will be made only through electronic mode with effect from April 01, 2024 after they comply with the above stated requirements.

15.2 Members holding shares in demat mode may register / update their email address and/ or bank account details through their depository participant.

16. Share Transfer Agent

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

Zuari Finserv Limited

Plot No. 2, Zamrudpur Community Centre,
Kailash Colony Extension,
New Delhi -110 048
Tel: +91-11-46474000
E-mail: rta@adventz.zuarimoney.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors, on the recommendation of the Audit Committee, had approved the appointment of M/s. K. G. Goyal & Associates, Cost Accountants, for conducting audit of the cost records of the Company, as applicable, for the Financial Year ending March 31, 2024 at a fee of Rs. 1,20,000 plus applicable taxes and reimbursement of out-of-pocket expenses.

In pursuance of the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to M/s. K. G. Goyal & Associates, Cost Accountants is required to be ratified by the shareholders of the Company. Accordingly, the consent of the shareholders is being sought for ratification of the remuneration payable to M/s. K. G. Goyal & Associates, Cost Accountants, for conducting audit of the cost records of the Company, as applicable, for the Financial Year ending March 31, 2024.

None of the Directors, key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set out at Item No. 4 of the Notice for approval of members.

Item No. 5

The Board of Directors at its meeting held on July 20, 2023, on the recommendations of Nomination and Remuneration Committee and exercising the powers vested in it in terms of the Articles of Association of the Company and Section 196(4) and other relevant provisions of the Companies Act, 2013 ("Act") and considering knowledge, experience and expertise in the fertiliser industry, appointed Mr. Abhay Baijal as Managing Director of the Company for a period of 2 (two) years from July 21, 2023 to July 20, 2025, not liable to retire by rotation, subject to the approval of the members of the Company. The Company has received notice in writing from a member under the provisions of Section 160 of the Act, proposing the candidature of Mr. Abhay Baijal for the office of Director.

Mr. Abhay Baijal (Director Identification Number: 01588087), aged about 62 years, is a Bachelor in Engineering (Mechanical) from Delhi College of Engineering and holds a Post Graduate Diploma in Management (specialization in Finance & Marketing) from Indian Institute of Management - Kolkata. He has overall

experience of over 38 years in the industry in varied capacities. Mr. Abhay Baijal has functional expertise in fields of finance, accounts, business restructuring, merger / demerger and project financing. Mr. Abhay Baijal started his career in the year 1983 with Hindustan Unilever Limited as Trainee Engineer and worked with various companies including Credit Rating Information Services of India Limited (CRISIL) and Birla Home Finance Limited. Mr. Abhay Baijal joined the Company in the year 2003 and retired as the Chief Financial Officer of the Company on January 31, 2023.

The key terms and conditions of appointment including remuneration payable to Mr. Abhay Baijal are as under:

- 1) Tenure of appointment: From July 21, 2023 to July 20, 2025.
- 2) Salary & Allowances:
 - (i) Basic salary of Rs.8,00,000 (Rupees Eight Lakhs Only) per month in the range of Rs. 8,00,000 to Rs. 11,00,000 per month;
 - (ii) Special allowance of Rs. 1,47,500 (Rupees One Lakh Forty Seven Thousands and Five Hundred Only) per month in the range of Rs. 1,47,500 to Rs. 1,80,000 per month;
 - (iii) Increments as may be determined by the Board of Directors of the Company from time to time;
 - (iv) The Company shall provide fully furnished accommodation or house rent allowance equivalent to 60% of the basic salary; and
 - (v) Performance bonus as may be determined by the Board of Directors from time to time; Provided that the maximum performance bonus paid / payable in respect of a financial year shall not exceed the amount equivalent to 15 months' basic salary (calculated based on the last drawn basic salary).
- 3) Perquisites and other Benefits:
 - (i) A Company provided and maintained air conditioned car with driver or vehicle allowance of Rs. 2,00,000 (Rupees Two Lakhs Only) per month in lieu thereof;
 - (ii) Telephone alongwith internet facility at residence and mobile phone, at the Company's expense;
 - (iii) Group health insurance cover for self and dependent family members and life insurance cover, as per the policy of the Company;
 - (iv) Leave travel assistance and medical allowance as applicable to the senior management employees as per policy of the Company; and
 - (v) In addition to the above, all other benefits such as gratuity, employer's contribution to provident fund and superannuation fund / national pension system or superannuation allowance in lieu thereof, club fee (not more than two clubs), long service awards, paid leaves and encashment of unavailed leaves, etc. as applicable to the senior management employees as per the policy of the Company, shall be applicable and allowed to Mr. Abhay Baijal, Managing Director.
- 4) The payment of remuneration to Mr. Abhay Baijal, Managing Director shall be within the overall limits prescribed under Section 197 of the Act.
- 5) If Mr. Abhay Baijal ceases to hold office of Managing Director due to any reason whatsoever, he shall immediately cease to be a Director of the Company.

The Company has entered into an Employment Agreement dated July 21, 2023 ("Employment Agreement") with Mr. Abhay Baijal containing the terms and conditions of his appointment including remuneration. Either of the parties to the Employment Agreement may terminate the Employment Agreement by giving the other party ninety days' notice in writing.

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

The Company has received in writing from Mr. Abhay Baijal (i) consent to act as Director of the Company; (ii) intimation to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act; and (iii) confirmation in terms of provisions of Section 196(3) and Schedule V of the Act.

Mr. Abhay Baijal is Director of Chambal Infrastructure Ventures Limited, a wholly owned subsidiary of the Company.

Mr. Abhay Baijal is not a Director of any listed entity other than the Company. Mr. Abhay Baijal has not resigned from the directorship of any listed entity in the past three years. Mr. Abhay Baijal is member of Banking and Finance Committee, Corporate Social Responsibility Committee, Project Monitoring Committee, Risk Management Committee, Stakeholders Relationship Committee and Strategy Committee of the Board of Directors of the Company.

Mr. Abhay Baijal does not hold equity shares in the Company and he is not a relative (as defined under the Act and Rules thereunder) of any Director or Key Managerial Personnel of the Company.

The Employment Agreement, Articles of Association of the Company and other documents referred above shall be available for inspection electronically by members upto the date of Annual General Meeting. The members seeking inspection of these documents may send an email to the Company at isc@chambal.in.

Save and except Mr. Abhay Baijal and his relatives, none of the Directors, key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set out at Item No. 5 of the Notice for approval of members.

Item No. 6

In pursuance of Sections 149 and 152 of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Vivek Mehra was appointed as Independent Director of the Company for a term of 5 (five) consecutive years with effect from September 18, 2018 to September 17, 2023.

As per provisions of Section 149 of the Act, Mr. Vivek Mehra is eligible for re-appointment as Independent Director of the Company for a second term of upto 5 (five) consecutive years on passing a special resolution by the Company and disclosure of such appointment in the Board's report.

The Board of Directors, on the recommendations of Nomination and Remuneration Committee ("NRC") and considering other relevant factors, recommended the re-appointment of Mr. Vivek Mehra for a second term of 5 (five) consecutive years with effect from September 18, 2023 to September 17, 2028 to the shareholders of the Company.

Mr. Vivek Mehra, (Director identification Number: 00101328) aged about 68 years, is a commerce graduate from Sri Ram College of Commerce, University of Delhi and a fellow member of the Institute of Chartered Accountants of India. Mr. Vivek Mehra has consulting experience of over 44 years in tax and regulatory aspects of mergers and acquisitions focusing on cross border investment and transaction structuring. He has held various leadership and client servicing roles in Price waterhouse Coopers Pvt. Ltd. prior to his retirement in March 2017. He was also a member of the Steering Committee and National Executive Committee of Federation of Indian Chambers of Commerce and Industry.

The Company has received in writing from Mr. Vivek Mehra (i) consent to act as Director of the Company; (ii) intimation to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act; and (iii) declaration that he meets the criteria of independence as specified under Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Company has received notice in writing from a member under the provisions of Section 160 of the Act, proposing the candidature of Mr. Vivek Mehra for the office of Director.

The details of other Indian companies in which Mr. Vivek Mehra is a Director, are as under:

S. No.	Name of the Company
1.	Bharat Hotels Limited
2.	Digicontent Limited*
3.	DLF Limited*
4.	DLF Assets Limited
5.	Embassy Office Parks Management Services Private Limited
6.	Grassroot Trading Network for Women
7.	Havells India Limited*
8.	House of Masaba Lifestyle Private Limited
9.	HT Media Limited*
10.	Jubilant Pharmova Limited*
11.	Zee Entertainment Enterprises Limited*

*Listed entity

The details of Mr. Vivek Mehra's Chairmanship / Membership of the Committees of the Board of Directors of Indian Companies, are as under:

S. No.	Name of the Company	Name of the Committee	Position Held
1.	Bharat Hotels Limited	Audit Committee	Member
2.	Chambal Fertilisers and Chemicals Limited	Audit Committee	Member
		Risk Management Committee	Chairman
		Banking and Finance Committee	Member
		Nomination and Remuneration Committee	Chairman
3.	Digicontent Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Member