



Chambal Fertilisers and Chemicals Limited

(CIN: L24124RJ1985PLC003293)

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

Telephone No. +91-744-2782915; Fax No. +91-7455-274130

Corporate Office: “Corporate One”, First Floor, 5, Commercial Centre, Jasola, New Delhi – 110025, India

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

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

NOTICE

NOTICE is hereby given that the Thirty-sixth Annual General Meeting of the members of Chambal Fertilisers and Chemicals Limited will be held at 10.30 A.M. Indian Standard Time (“IST”) on Thursday, September 16, 2021, 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, 2021 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, 2021 and report of the Auditors thereon.
2. To declare final dividend on equity shares for the financial year ended March 31, 2021.
3. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Regulation 17(1A) 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) and other applicable laws and regulations, if any, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Saroj Kumar Poddar (DIN: 00008654), who retires by rotation and, being eligible, offers himself for re-appointment and who had attained the age of seventy five (75) years, as a Director of the Company liable to retire by rotation.”

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 No. 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, 2022, amounting to Rs. 1,10,000 (Rupees One Lakh Ten 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 Section 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 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. Gaurav Mathur (DIN: 07610237) as Managing Director of the Company, for the period from April 16, 2021 to January 05, 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. Gaurav Mathur, 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 Regulation 17(1A) 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) and other applicable laws and regulations, if any, approval of the members of the Company be and is hereby accorded for the

continuation of Ms. Radha Singh (DIN: 02227854) as an Independent Director of the Company, after she attains the age of seventy five (75) years, upto the completion of her tenure on September 14, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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."

By order of the Board of Directors



Rajveer Singh

New Delhi
August 06, 2021 Vice President - Legal & Secretary

NOTES:

1. Explanatory Statement

The statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), relating to the item no. 3 to 6 is given below and forms part hereof.

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

2.1 In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India vide General Circular no. 20/2020 dated May 05, 2020 read with General Circular no. 14/2020 dated April 08, 2020, General Circular no. 17/2020 dated April 13, 2020 and General Circular no. 02/2021 dated January 13, 2021 (hereinafter collectively referred to as "MCA Circulars") has allowed the companies to conduct annual general meeting to be held during the calendar year 2021 through video conferencing ("VC") or other audio visual means ("OAVM"). In pursuance of the applicable provisions of the Act read with MCA Circulars, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (hereinafter collectively referred to as "SEBI Circulars"), the thirty-sixth 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.

2.2 In pursuance of the MCA Circulars and SEBI Circulars, notice of AGM and the Annual Report of the Company for the Financial Year 2020-21 ("Annual Report 2020-21") comprising audited financial statements for the Financial Year

2020-21, Auditor's Reports, Board's Report and all other documents required to be attached thereto and Business Responsibility 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.

2.3 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.

2.4 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.

2.5 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.

2.6 The Registers maintained under Sections 170 and 189 of the Act and the certificate from Auditors of the Company, in terms of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, 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.

2.7 The institutional investors who are members of the Company, are encouraged to attend and vote in the AGM through VC/OAVM.

2.8 The special business under Item Nos. 4 to 6 of the notice of AGM, to be transacted at the AGM, has been considered unavoidable by the Board of Directors of the Company.

3. E-voting Facility

3.1 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.

- 3.2 The remote e-Voting period shall commence at **09.00 A.M. IST on Saturday, September 11, 2021** and ends at **5.00 P.M. IST on Wednesday September 15, 2021**. 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 5.00 P.M. IST on September 15, 2021.
- 3.3 In pursuance of Section 112 and Section 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.
- 3.4 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.
- 3.5 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.

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

Pursuant to Securities and Exchange Board of India ("SEBI") circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on "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 is 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 following 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 and Password. After successful authentication, you will be able to see e-Voting 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 provider - 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.

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' 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 number 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 Depository site wherein you can see e-Voting page. Click on options available against Company name or **e-Voting Service Provider - 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.

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

i) Existing users who have opted for Easi / Easiest, can login through their User ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.

After successful login on Easi/Easiest, the user will be also able to see the e-Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on NSDL to cast your vote during the remote e-Voting period or joining AGM and voting during AGM.

If the user is not registered for Easi/ Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

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

After successful authentication, user will be provided links for the concerned Electronic Service Provider i.e. **NSDL**. 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) Once login, 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 Provider-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 toll free no. 1800 1020 990 or 1800 22 44 30
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 022- 23058738 or 022-23058542-43

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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” section.

iii) A new screen will open. You will have to enter your User ID, your 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, click on

e-Voting and you can proceed to cast your vote electronically.

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 DP ID 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 along with 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 digits 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. 5 below for registration of email address and 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 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 "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. 4. After successful login, a member can see "VC/OAVM" link placed under "Join General Meeting" menu against Company name. For joining the meeting, the member needs to click on "VC/OAVM" link placed under "Join General 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.

5. Process for procuring User ID and password and registration of email address 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, the communications sent by the Company from time to time and obtain 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, can get his/ her / its email address registered by following the procedure mentioned below:

- (i) In case the shares of the Company are held by a member in physical form, such member shall 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 shall register his / her / its email address in the demat account maintained with the depository participant. Further, such member can temporarily get the email address registered with the Company for obtaining User ID and password for participation in the AGM through VC / OAVM and vote through e-Voting system in the AGM or through remote e-Voting by submitting 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 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.

6. Entitlement for e-Voting

- 6.1 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 09, 2021** 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 09, 2021**.
- 6.2 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 09,**

2021, may obtain the User ID and password by sending a request at evoting@nsdl.co.in or isc@chambal.in or call on toll free nos. 1800 1020 990 or 1800 22 44 30.

7. 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 on toll free nos. 1800 1020 990 or 1800 22 44 30. 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, Manager, NSDL at the designated email IDs: evoting@nsdl.co.in or pallavid@nsdl.co.in (Telephone No. 022-24994360) 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.

8. Declaration of voting results

8.1 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.

8.2 After completion of scrutiny of the votes cast at the AGM and the votes cast through remote e-Voting, the Scrutiniser shall make, not later than 48 Hours 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.

9. Payment of Dividend

The Board of Directors, at its meeting held on May 10, 2021, has recommended a final dividend of Rs. 4.50 per equity share of Rs. 10 each of the Company for the Financial Year ended March 31, 2021. The final dividend on equity shares for the Financial Year ended March 31, 2021, if declared at the AGM, will be paid subject to deduction of tax at source.

10. Book Closure

The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, August 25, 2021 to Thursday, August 26, 2021 (both days inclusive) for determining the eligibility of shareholders for payment of final dividend on equity shares, if declared at the AGM.

11. Tax on Dividend

Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act 2020, mandates that dividend paid or distributed by a company on or after April 01, 2020 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 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 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 dividend amount during Financial Year 2021-22 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 Tuesday, August 24, 2021.

In case a shareholder does not provide PAN 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 Section 195 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 final dividend will be paid after withholding / deducting the tax at source as per the details given above.

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 Tuesday, **August 24, 2021**. 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.

12. Unclaimed Dividend

The members are hereby informed 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 Central Government. During the Financial Year 2020-21, the Company has transferred unclaimed / unpaid dividend for the Financial Year 2012-13 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 advised to send their requests for payment of unpaid / unclaimed dividend pertaining to the Financial Year 2013-14 and subsequent dividends declared by the Company to the Company's Share Transfer Agent for payment before the same becoming due for transfer to IEPF.

13. 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, 2021, the Company has transferred 5,76,172 equity shares to the demat account of IEPF Authority in respect of which dividend has remained unpaid/ unclaimed for the last seven years. 49,34,012 equity shares of the Company were lying in the demat Account of IEPF Authority as on March 31, 2021.

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 2021-22. 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 & Policies".

14. Updation of PAN and Bank details and discontinuation of transfer of shares in physical form

14.1 As per circular dated April 20, 2018 issued by SEBI, the listed companies are required to obtain copy of PAN card and bank account details (original cancelled cheque leaf or attested bank passbook/ statement showing the name of account holder) of all securities holders holding shares in physical form. Accordingly, the Share Transfer Agent of the Company had communicated individually to the shareholders of the Company who are holding shares in physical form to submit the aforesaid documents alongwith the duly filled-in format sent with the said communication, for updation of records. The members holding shares in physical form, who have not yet submitted these documents to the Company/ Share Transfer Agent, are requested to submit the same to the Share Transfer Agent of the Company.

14.2 In pursuance of Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, except in case of transmission or transposition of shares, the processing of requests for effecting transfer of shares held in physical form has been discontinued with effect from April 01, 2019. SEBI vide its press release dated March 27, 2019 clarified that the transfer deed(s) once lodged prior to deadline of April 01, 2019 and rejected/ returned due to deficiency in the documents may be re-lodged for transfer even after April 01, 2019. SEBI vide its circular dated September 07, 2020 had fixed March 31, 2021 as the cut-off date for

re-lodgement of transfer deeds. Therefore, the members holding equity shares of the Company in physical form are advised to dematerialise their shareholding.

15. Share Transfer Agent

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

Zuari Finserv Limited

“Corporate One”, First Floor, 5, Commercial Centre

Jasola, New Delhi - 110 025

Tel: 011 - 41616619, 41697900

Fax: 011 - 40638679

E-mail: rta@adventz.zuarimoney.com

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

ITEM NO. 3

The members of the Company at the Thirty-third Annual General Meeting held on September 18, 2018 had approved the re-appointment of Mr. Saroj Kumar Poddar as a Director of the Company, liable to retire by rotation.

In pursuance of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the members of the Company approved, by way of a special resolution passed at the Thirty-fifth Annual General meeting held on September 10, 2020, continuation of Mr. Saroj Kumar Poddar as a Director of the Company after attaining the age of seventy five (75) years, liable to retire by rotation.

Mr. Saroj Kumar Poddar retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment, as a Director.

Mr. Saroj Kumar Poddar (DIN: 00008654), Chairman of the Company, a gold medalist in B.Com (Hons.) from Calcutta University, is an eminent Industrialist of India with experience of around five decades. Mr. Saroj Kumar Poddar has been a pioneer in creating various seminal projects including joint ventures with leading international corporations. He was also instrumental in promoting Gillette India Limited (a venture with the Gillette Company of USA) and he was its founder Chairman since 1984, before relinquishing the position in December, 2013. He has vast experience and expertise in diverse industries like fertilisers and agri-inputs, sugar, engineering & infrastructure, personal care products, etc.

Having served as President of Federation of Indian Chambers of Commerce and Industry (FICCI) and International Chamber of Commerce in India, Mr. Saroj Kumar Poddar has been appointed by Government of India on the Board of Trade - the highest body on trade and on the Court of the Indian Institute of Science, Bangalore. He has also served for a decade as a member of the Board of Governors of the Indian Institute of Technology, Kharagpur and also on local Board of the Reserve Bank of India. He was also on

the Advisory Board of one of the most reputed investment brokers, M/s N M Rothschild & Sons (India) Private Limited.

The details of other Indian companies in which Mr. Saroj Kumar Poddar is a Director, are as under:

S. No.	Name of the Company
1.	Adventz Finance Private Limited
2.	Adventz Homecare Private Limited
3.	Forte Furniture Products India Private Limited
4.	Hepo India Private Limited
5.	Hettich India Private Limited
6.	Lionel India Limited
7.	Paradeep Phosphates Limited
8.	Texmaco Infrastructure & Holdings Limited*
9.	Texmaco Rail & Engineering Limited*
10.	Zuari Agro Chemicals Limited*
11.	Zuari Global Limited*

*Listed entity

The details of Mr. Saroj Kumar Poddar’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.	Adventz Finance Private Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
2.	Paradeep Phosphates Limited	Nomination & Remuneration Committee	Member
3.	Texmaco Infrastructure & Holdings Limited	Sub Committee of Directors	Member
4.	Texmaco Rail & Engineering Limited	Committee of Directors	Chairman
5.	Zuari Agro Chemicals Limited	Committee of Directors for Banking & Finance	Chairman
6.	Zuari Global Limited	Nomination & Remuneration Committee	Member

Mr. Saroj Kumar Poddar holds 7,06,128 equity shares in the Company and he is not a relative (as defined under the Companies Act, 2013 and Rules thereunder) of any Director or Key Managerial Personnel of the Company.

Mr. Saroj Kumar Poddar was first appointed on the Board of Directors of the Company with effect from February 13, 1995. He is Chairman of the Company since September 16, 2008. He is 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. He had attended all 5 meetings of the Board of Directors of the Company held during the Financial Year 2020-21. The Company has paid sitting fee of Rs. 2,50,000 to him during the Financial Year 2020-21 and commission of Rs.10,00,000 is payable to him for the said financial year.

Under the guidance and mentorship of Mr. Saroj Kumar Poddar as Chairman, the Company had achieved substantial growth. The Company had successfully commissioned its new Urea plant during the Financial Year 2018-19 to increase its Urea production capacity. In addition to this, the Company had substantially increased its portfolio and volume of marketed products. As a result of these initiatives, the revenue and profitability of the Company had increased substantially. Considering the seniority, expertise and vast experience of Mr. Saroj Kumar Poddar, the Nomination and Remuneration Committee and the Board of Directors of the Company are of the opinion that continuation of Mr. Saroj Kumar Poddar as a Director would immensely benefit the Company.

Mr. Saroj Kumar Poddar attained the age of 75 years on September 15, 2020. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 10, 2021 had recommended, to the members of the Company, to approve the re-appointment of Mr. Saroj Kumar Poddar, as a Director of the Company, liable to retire by rotation. The approval of the members is being sought for re-appointment of Mr. Saroj Kumar Poddar as a Director liable to retire by rotation, in pursuance of the provisions of Section 152 of the Companies Act, 2013 and Regulation 17(1A) of the Listing Regulations.

If re-appointed, Mr. Saroj Kumar Poddar 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 the payment by way of commission within the limits approved by the members.

Save and except Mr. Saroj Kumar Poddar, 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. 3 of the Notice for approval of members.

Note: Item No. 3 being part of the ordinary business, this statement in respect thereof is not required under the provisions of the Companies Act, 2013 but the same is being included in view of the requirement of Regulation 17(1A) of the Listing Regulations.

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, 2022 at a fee of Rs. 1,10,000 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, 2022.

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 members of the Company, at the Annual General Meeting held on September 10, 2020, approved appointment of Mr. Gaurav Mathur (DIN: 07610237), as a Whole-time Director, designated as Joint Managing Director of the Company, for a period of 5 (five) years with effect from January 06, 2020. The Board of Directors at its meeting held on February 04, 2021, 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"), subject to the approval of the members of the Company, appointed Mr. Gaurav Mathur as Managing Director of the Company for a period from April 16, 2021 to January 05, 2025, not liable to retire by rotation.

Mr. Gaurav Mathur, aged about 52 years, is a chemical engineer from Indian Institute of Technology, Kanpur having more than 30 years of experience in the fields of Industrial Explosives, Specialty Chemicals, Coatings & Paints and Pharmaceutical Industries. Mr. Gaurav Mathur started his career in the year 1989 as a Management Trainee in the explosives business with ICI India Limited (now AkzoNobel India Limited). He worked with ICI India Limited/ AkzoNobel India Limited for around 27 years and held various senior executive positions in India and abroad such as Head of Research and Development – Decorative Paints, Global Manufacturing & Supply Chain Director, Global Director - Continuous Improvement & Strategic Initiatives, etc. Prior to joining the Company, Mr. Gaurav Mathur was working as Managing Director of TEVA API India Private Limited since September 2016 and was heading Active Pharmaceutical Ingredient operations for Asia Pacific, Israel and Europe.

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

- I. Tenure of appointment: From April 16, 2021 to January 05, 2025.
- II. Salary & Allowances:
 - (i) Basic salary of Rs. 12,70,000 per month in the range of Rs. 11,50,000 to Rs. 20,00,000 per month;
 - (ii) Special allowance of Rs. 2,67,000 per month in the range of Rs. 2,67,000 to Rs. 5,00,000 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 18 months' basic salary (calculated based on the last drawn basic salary).
- III. Perquisites and other Benefits:
 - (i) A Company provided and maintained air conditioned car with driver or vehicle allowance of Rs. 2,00,000 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. Gaurav Mathur, Managing Director.
- IV. The payment of remuneration to Mr. Gaurav Mathur, Managing Director shall be within the overall limits prescribed under Section 197 of the Act.
- V. If Mr. Gaurav Mathur 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 April 01, 2021 ("Employment Agreement") with Mr. Gaurav Mathur 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. Gaurav Mathur (i) consent to act as Managing Director of the Company; and (ii) confirmation in terms of provisions of Section 196(3) and Schedule V of the Act.

Mr. Gaurav Mathur is Director of Chambal Infrastructure Ventures Limited, a wholly owned subsidiary of the Company and The Fertiliser Association of India ("FAI"). Further, Mr. Gaurav Mathur is member of Committee on Urea and Committee on P & K Fertilizers of the Board of Directors of FAI.

Mr. Gaurav Mathur is not a Director of any listed entity other than the Company. Mr. Gaurav Mathur 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. Gaurav Mathur 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. He has attended all the 5 meetings of the Board of Directors of the Company held during the Financial Year 2020-21.

The details of remuneration paid to Mr. Gaurav Mathur during the Financial Year 2020-21 are as under:

(Amount in Rs.)

Salary	Perquisites	Initial Performance Bonus	Others- Retirement Benefits and other perquisites	Total
2,84,12,004	16,88,743	1,00,00,000	17,39,781	4,18,40,528

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. Gaurav Mathur, 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

The members of the Company at the Thirty-second Annual General Meeting held on September 15, 2017 had approved the re-appointment of Ms. Radha Singh (DIN: 02227854) as an Independent Director of the Company for a term of 5 (five) consecutive years, that is, upto September 14, 2022.

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 01, 2019, no listed entity shall appoint or continue the directorship of a non-executive director who has attained the age of seventy five years, unless a special resolution is passed to that effect. Ms. Radha Singh shall attain the age of 75 (seventy-five) years on November 24, 2021. Accordingly, approval of the members by way of special resolution is required for continuation of Ms. Radha Singh as an Independent Director after she attains the age of 75 years.

Ms. Radha Singh has a Post Graduate degree in Public Policy/ Administration from Harvard University, USA and a Master's degree in Social & Political Sciences from University of Delhi. She had retired from Indian Administrative Service. Prior to retirement, she was holding the position of Secretary, Agriculture and Cooperation, Government of India. She has 40 years' experience in public service, in several areas including rural and agricultural development, water resources, public finance and institution building. The functional areas of expertise of Ms. Radha Singh include agriculture, public finance, public policy & administration, etc. In her capacity as Secretary, Agriculture and Cooperation, she headed several national and international organizations as Board Member/ Chairperson. In her long career in public service, she has held many high level policy and managerial positions in the Government of India. She had worked with the World Bank in Washington, DC, U.S.A. as an Institutional Specialist and several other capacities for six years (1993-1998).

Ms. Radha Singh is not a Director of any listed entity other than the Company. Ms. Radha Singh is Chairperson of Nomination and Remuneration Committee and Stakeholders Relationship Committee and member of Audit Committee, Corporate Social Responsibility Committee and Project Monitoring Committee of the Board of Directors of the Company.

Ms. Radha Singh does not hold any equity shares in the Company and she is not a relative (as defined under the Companies Act, 2013 and Rules thereunder) of any Director or Key Managerial Personnel of the Company.

Ms. Radha Singh was first appointed on the Board of Directors of the Company with effect from October 21, 2009. She is 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. She has attended all 5 meetings of the Board of Directors of the Company held during the Financial Year 2020-21. The Company has paid sitting fee of Rs. 5,85,000 to her during the Financial Year 2020-21 and commission of Rs.10,00,000 is payable to her for the said Financial Year.

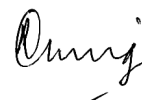
Ms. Radha Singh actively contributed to the working and growth of the Company over the years and the Board of Directors and relevant committees had benefitted from her knowledge and experience. Considering her knowledge and vast experience in different fields and contribution as Director of the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company are of the opinion that the continued association of Ms. Radha Singh as an Independent Director would be beneficial to the Company.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on May 10, 2021, has recommended to the members of the Company to approve the continuation of Ms. Radha Singh as an Independent Director of the Company after she attains the age of 75 years, upto the completion of her tenure on September 14, 2022.

Save and except Ms. Radha Singh, 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. 6 of the Notice for approval of members.

By order of the Board of Directors



New Delhi
August 06, 2021

Rajveer Singh
Vice President - Legal & Secretary