



## 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 Fortieth 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, August 26, 2025, 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, 2025 and the reports of the Board of Directors and Auditor thereon; and
  - b) the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2025 and the report of the Auditor thereon.
2. To declare final dividend on equity shares for the Financial Year ended March 31, 2025.
3. To appoint Mr. Shyam Sunder Bhartia (Director Identification Number: 00010484) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

4. To consider, and if thought fit, pass the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to 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 audit of the cost records of the Company, as applicable, for the Financial Year ending March 31, 2026, amounting to Rs. 1,45,000/- (Rupees One Lakh Forty Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby approved and ratified.”
5. To consider, and if thought fit, pass the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Section 204 and other

applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and 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), M/s. RMG & Associates (Firm Registration Number: P2001DE016100), be and is hereby appointed as Secretarial Auditor of the Company, to hold office for a term of 5 (five) consecutive years from the conclusion of the Fortieth Annual General Meeting, until conclusion of the Forty Fifth Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors of the Company from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee thereof) 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.”

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

**“RESOLVED THAT** pursuant to 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 provision 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 re-appointment of Mr. Abhay Bajjal (Director Identification Number: 01588087) as Managing Director of the Company, for the period of 3 (three) years with effect from July 21, 2025 i.e. upto July 20, 2028, 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."

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

**"RESOLVED THAT** pursuant to Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and 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), Mrs. Rita Menon (Director Identification Number: 00064714), who was appointed as Independent Director of the Company for a term upto September 09, 2025 and qualifies for being re-appointed as 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 her as a candidate for the office of Director, be and is hereby re-appointed as Independent Director of the Company, to hold office for second term of 5 (five) consecutive years from September 10, 2025 to September 09, 2030, and not liable to retire by rotation."

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

**"RESOLVED THAT** pursuant to Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and 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), Dr. Rakesh Jain (Director Identification Number: 00020425), who was appointed as Additional Director of the Company (designated as Independent Director) with effect from July 15, 2025 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and qualifies for being appointed as 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 appointed as Independent Director of the Company, to hold office for a term of 5 (five) consecutive years from July 15, 2025 to July 14, 2030, and not liable to retire by rotation."

By order of the Board of Directors



**Tridib Barat**

Vice President - Legal &  
Company Secretary

New Delhi  
July 18, 2025

## NOTES:

### 1. Explanatory Statement

The statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), relating to the item nos. 4 to 8 is given below and forms part hereof.

### 2. Details of director proposed to be re-appointed

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

Mr. Shyam Sunder Bhartia, aged about 72 years, holds bachelor's degree in commerce from St. Xavier's College, University of Calcutta and is a fellow member of the Institute of Cost Accountants of India. A leading industrialist of India, he has rich industrial experience of over 46 years. He has been instrumental in developing strategic alliances and affiliations with leading global companies. The functional areas of expertise of Mr. Shyam Sunder Bhartia include pharmaceuticals & speciality chemicals, food, oil & gas and aerospace sectors.

Mr. Shyam Sunder Bhartia was associated with various institutions and has served as a member of the Board of Governors of Indian Institute of Technology (IIT), Mumbai and Indian Institute of Management (IIM), Ahmedabad. He has also served as member of the Executive Committee of Federation of Indian Chambers of Commerce and Industry (FICCI) and Confederation of Indian Industry (CII) and was also a member of the Task Force on Chemicals appointed by the Government of India.

Details of other Indian companies in which Mr. Shyam Sunder Bhartia is a Director, are as under:

| Sl. No. | Name of the Company                          |
|---------|--|
| 1.      | Jubilant Bhartia Foundation                  |
| 2.      | Jubilant Capital Private Limited             |
| 3.      | Jubilant Enpro Private Limited               |
| 4.      | Jubilant Foodworks Limited*                  |
| 5.      | Jubilant Ingrevia Limited*                   |
| 6.      | Jubilant Pharmova Limited*                   |
| 7.      | SBS Trustee Company Private Limited          |
| 8.      | SBSSB Realty Trustee Company Private Limited |
| 9.      | SPB Trustee Company Private Limited          |
| 10.     | SS Trustee Company Private Limited           |
| 11.     | SSBSB Realty Trustee Company Private Limited |
| 12.     | SSP Trustee Company Private Limited          |

\*Listed entity

Further, details of positions held by Mr. Shyam Sunder Bhartia as chairperson/member of committees of board of directors of other Indian companies, are as under:

| Sl. No. | Name of the Company        | Name of the Committee                               | Position held |
|---------|----------------------------|---|---------------|
| 1.      | Jubilant Foodworks Limited | Nomination, Remuneration and Compensation Committee | Member        |
|         |                            | Investment Committee                                | Chairperson   |
|         |                            | Regulatory and Finance Committee                    | Chairperson   |
| 2.      | Jubilant Ingrevia Limited  | Nomination, Remuneration and Compensation Committee | Member        |
|         |                            | Finance Committee                                   | Chairperson   |
| 3.      | Jubilant Pharmova Limited  | Nomination, Remuneration & Compensation Committee   | Member        |
|         |                            | Reorganisation Committee                            | Chairperson   |
|         |                            | Fund Raising Committee                              | Chairperson   |
|         |                            | Capital Issue Committee                             | Chairperson   |
|         |                            | Finance Committee                                   | Chairperson   |

Mr. Shyam Sunder Bhartia has not resigned from directorship of any listed entity in the past three years.

If re-appointed, Mr. Shyam Sunder Bhartia shall be liable to retire by rotation. Mr. Shyam Sunder Bhartia does not hold any 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 was first appointed on the Board of Directors of the Company with effect from February 13, 1995. He has attended all the 4 (four) meetings of the Board of Directors of the Company held during the Financial Year 2024-25.

The Non-Executive Directors of the Company are 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. The Company has not paid any sitting fee or commission to Mr. Shyam Sunder Bhartia during the Financial Year 2024-25 as he had opted not to draw sitting fee and commission from the Company. Mr. Shyam Sunder Bhartia has opted to draw sitting fee for attending meetings of Board of Directors and Committees thereof, and annual commission on profit w.e.f. April 1, 2025. Accordingly, commission of Rs. 17,50,000/- is payable to him for the Financial Year 2024-25.

### 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. 09/2024 dated

September 19, 2024 read with General Circular No. 09/2023 dated September 25, 2023, General Circular no. 10/2022 dated December 28, 2022, 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 2024 or 2025 to conduct annual general meeting through video conferencing ("VC") or other audio visual means ("OAVM") till September 30, 2025. 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 ("Listing Regulations") and Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, on compliance with the provisions of Listing Regulations issued by the Securities and Exchange Board of India (hereinafter collectively referred to as "SEBI Circulars"), the Fortieth 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 the SEBI Circulars, notice of AGM and the Annual Report of the Company for the Financial Year 2024-25 ("Annual Report 2024-25") comprising audited financial statements for the Financial Year 2024-25, Auditor's Reports, Board's Report and all other documents required to be attached thereto and Business Responsibility and Sustainability Report are being sent through email only to those members whose email address 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](http://www.chambalfertilisers.com), the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://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

proxy by the members will not be available for the AGM. Accordingly, the Proxy Form, Attendance Slip and Route Map are not enclosed herewith.

- 3.4 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 to in this notice of AGM shall be available for inspection electronically by the members upto the date of AGM. Members seeking to inspect such documents may send an email to the Company at [isc@chambal.in](mailto: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. Members seeking to inspect such documents may send an email to the Company at [isc@chambal.in](mailto:isc@chambal.in).
- 3.7 The special business under item nos. 4, 5, 6, 7 and 8 of the notice of AGM, to be transacted at the AGM, is considered unavoidable by the Board of Directors of the Company.

#### 4. E-voting Facility

- 4.1 Company is providing to its members, facility to exercise their right to vote on resolutions proposed to be considered at the AGM 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, August 22, 2025**, and end at **05:00 P.M. IST on Monday, August 25, 2025**. 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 Monday, August 25, 2025.
- 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](mailto:scrutinizer@chambal.in), with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Corporate/ Institutional members may 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 Members who have cast their vote by remote e-Voting, can attend/participate in the AGM through VC/OAVM, but they 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 at the AGM.

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

Pursuant to Securities and Exchange Board of India's ("SEBI") Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 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 and website of Depositories/Depository Participants.

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 in demat mode

##### I) Procedure to login through website of Depositories

##### a) Individual shareholders holding shares in demat mode with National Securities Depository Limited ("NSDL")

- i) For OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or **e-Voting service provider i.e. 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.

- ii) 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.

- iii) Shareholders may directly access the e-Voting module of NSDL also. To directly access 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 will 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 to cast your vote during the remote e-Voting period or joining AGM and voting during AGM.

- iv) Shareholders can also download the NSDL Mobile Application i.e. “NSDL Speede” for seamless voting experience.

**b) Individual shareholders holding shares in demat mode with Central Depository Services (India) Limited (“CDSL”)**

- i) Users who have opted for CDSL Easi / Easiest facility, can login using their existing username and password. Option will be made available to reach e-Voting page without any further authentication. Users to login through Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://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 E-voting option, the user will be able to see e-Voting page of all the e-voting service providers. Click on NSDL to cast 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 provider’s website directly.

If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://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](http://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 Participant

- Shareholders can also login using the login credentials of their demat account through their depository participant registered with NSDL/CDSL for e-Voting facility.
- Upon log-in, 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.
- Click on options available against Company name or **e-voting Service Providers-NSDL** and you will be redirected to e-Voting website of NSDL to cast your vote during the remote e-Voting period or joining AGM and voting during AGM.

## III) Help-desk for individual shareholders holding shares in demat mode

Individual shareholders holding shares in demat mode who need assistance for any technical issue(s) related to login through depository i.e. NSDL or CDSL, may reach out to the following helpdesk:

| Login type   | Helpdesk details   |
|--|--|
| Individual shareholders holding shares in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at +91 22 4886 7000   |
| Individual Shareholders holding shares in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 in abovementioned websites.

## B) Procedure to login for shareholders (other than individual shareholders) who are holding shares in demat mode and shareholders who are holding shares in physical mode

- 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.
- 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 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 to cast your vote during the remote e-Voting period or joining AGM and voting during AGM.

- The User Id details are given below:

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

- Password details are given below:

- If you are already registered with NSDL for e-Voting, then you can use your existing password to login and cast vote.
- If you are using NSDL e-Voting system for the first time, you need to retrieve the 'Initial Password' in the following manner:

- i. Shareholders whose e-mail address is registered with the Company/ depository participants, will 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 shareholder'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, then the shareholder may follow the steps mentioned in Note no. 6 below to obtain 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](http://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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - c) Members can also use OTP based login to cast vote 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 to cast vote through Remote e-Voting

After successful login by following the procedure mentioned above, the below mentioned steps may be followed to cast 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.
- Shareholder can login any number of times during the remote e-Voting period, till he/she has voted on all the resolutions.
- v) You can also take print of the votes cast by clicking on the print option on the confirmation page.
  - vi) Once the vote on a resolution is cast, shareholder shall not be allowed to change it subsequently or cast vote again.

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

- i) 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) Members may use the same procedure for e-Voting during AGM as mentioned above, for remote e-Voting.
- iii) Members are encouraged to join the meeting using a laptop, for better experience. Further, members will be required to use internet with good bandwidth/speed to avoid any disturbance during the AGM.
- iv) Members can submit queries/questions in advance with regard to the financial statements or any other matter forming part of agenda of the AGM, through email at [isc@chambal.in](mailto: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 depending upon the availability of time at the AGM.

- v) Members who wish to ask questions at the AGM with regard to the financial statements or any other matter forming part of agenda of the AGM, may register themselves as 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](mailto:isc@chambal.in), atleast 48 hours before the scheduled time of commencement of AGM. Only those Members who have registered themselves as speaker, will 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. Procedure to procure User Id and password for participation in AGM through VC/OAVM and e-Voting, for those Members whose e-mail address are not registered with the Company or depository/ depository participant

A member whose email address is not registered with the Company or depository/ depository participant and who wishes 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, may follow the procedure mentioned below:

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

#### 7. Entitlement for e-Voting

- 7.1 Any person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories (in case shares held in dematerialised form) as on the cut-off date i.e. **August 19, 2025**, shall be entitled to avail the facility of remote e-Voting as well as vote 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 right of the shareholder shall be reckoned in proportion to his/her shares in the total paid-up equity share capital of the Company as on the cut-off date i.e. **August 19, 2025**.

- 7.2 A person who becomes a member of the Company after dispatch of the notice of AGM and holding shares as on the cut-off date i.e. **August 19, 2025**, may obtain the User Id and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or [isc@chambal.in](mailto: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 query, 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 under the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call at +91 22 - 48867000.

In case of any queries/grievances connected with remote e-Voting or e-Voting in the AGM or if the members need any assistance before or during the AGM, they may contact Ms. Pallavi Mhatre, Senior Manager, NSDL at the designated email IDs: [evoting@nsdl.com](mailto:evoting@nsdl.com) or [pallavid@nsdl.com](mailto:pallavid@nsdl.com) (call at +91 22 - 48867000) 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. +91 11-41697900/ +91 11-46581300, Fax: +91 11-40638679, E-mail: [isc@chambal.in](mailto:isc@chambal.in).

#### 9. Declaration of voting results

9.1 Board of Directors of the Company has appointed Mr. Manish Gupta, Managing Partner, RMG & Associates, Company Secretaries in whole time practice (Membership No. FCS - 5123 and Certificate of Practice No. 4095) and in his absence Mr. Sachin Khurana, Partner, RMG & Associates, Company Secretaries in whole time practice (Membership No. FCS - 10098 and Certificate of Practice No. 13212) 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 Chairman 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](http://www.chambalfertilisers.com) and NSDL website: [www.evoting.nsdl.com](http://www.evoting.nsdl.com), immediately after the results are declared.

## 10. Payment of Dividend

The Board of Directors, at its meeting held on May 8, 2025, has recommended a final dividend of Rs. 5 per equity share of Rs. 10 each of the Company (i.e. @ 50%), for the Financial Year ended March 31, 2025. The final dividend on equity shares for the Financial Year ended March 31, 2025, if declared at the AGM, will be paid subject to deduction of tax at source.

## 11. Record Date

Members may please note that Tuesday, August 5, 2025 has been fixed as the Record Date for determining the eligibility 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. 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 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 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 2025-26 is less than Rs. 10,000 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](mailto:isc@chambal.in) on or before **Monday, August 4, 2025**.

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, tax shall be deducted at the higher rate as per the provisions of Section 206AA 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, e-filed Form 10F and any other document which may be required to avail the tax treaty benefits for FY 2025-26. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident shareholder.

Members holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax rate as applicable to the status in which shares held under the 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 4, 2025**. Members are requested to send all the above-mentioned documents and any other correspondence, in this regard by email to [isc@chambal.in](mailto:isc@chambal.in) or to the Share Transfer Agent of the Company. Members may send an email to the Company at [isc@chambal.in](mailto:isc@chambal.in) for any clarification in this regard.

## 13. Updation of details of shareholders

13.1 As per Master Circular for Registrar to an Issue and Share Transfer Agents dated June 23, 2025 issued by SEBI, it is mandatory for all holders of physical shares in the Company to furnish PAN, contact details (postal address with PIN and mobile number), bank account details and specimen signature for their corresponding folio number(s) 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 with PIN, 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 <a href="http://www.chambalfertilisers.com">www.chambalfertilisers.com</a> under the section "Investors" |  |

In case any of the aforesaid documents / details (except nomination which is optional) are not available in the records of the Company / STA, the member shall not be eligible to lodge grievance or avail any service request from the STA until they furnish KYC details / documents. Further, with effect from April 01, 2024, any payment including dividend shall only be made in electronic mode to members.

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

#### 14. Unclaimed Dividend

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 2024-25, the Company has transferred unclaimed / unpaid dividend for the Financial Year 2016-17 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](http://www.chambalfertilisers.com)). Members are requested to claim their unpaid / unclaimed dividend pertaining to the Financial Year 2017-18 and

subsequent dividends declared by the Company, by making an application along with requisite documents to the Company's Share Transfer Agent, for payment before the same becoming due for transfer to IEPF.

#### 15. Transfer of shares to IEPF

Members may kindly note that pursuant to the provisions of Section 124 of the Act read with the 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, 2025, the Company has transferred 3,27,554 equity shares to the demat account of IEPF Authority in respect of which dividend has remained unpaid/unclaimed for the last seven consecutive years. As on March 31, 2025, 62,72,165 equity shares of the Company were lying in the Demat Account of IEPF Authority.

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](http://www.iepf.gov.in) and following the procedure mentioned at the said website and in the 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 2025-26. The Company has also uploaded details of such shareholders and shares due for transfer to IEPF on its website at [www.chambalfertilisers.com](http://www.chambalfertilisers.com) under the section "Investors".

#### 16. Share Transfer Agent

Zuari Finserv Limited is the Share Transfer Agent of the Company. All investor related communication(s) 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](mailto: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, has 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, 2026, at a fee of Rs. 1,45,000 plus applicable taxes and reimbursement of out-of-pocket expenses.

Pursuant to 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, consent of the members is being sought for approval/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, 2026.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution.

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

#### **Item No. 5**

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (Listing Regulations), every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity and the company can appoint or re-appoint a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

The Board of Directors at its meeting held on May 8, 2025, in terms of the provisions of Section 204 of the Companies Act, 2013 (Act) read with the Listing Regulations, recommended for approval of the members of the Company, appointment of M/s. RMG & Associates, Practicing Company Secretaries (Firm Registration No.- P2001DE016100) [RMG] as Secretarial Auditor of the Company, to hold office for 5 (five) consecutive years from the conclusion of this Fortieth Annual General Meeting, until the conclusion of the Forty Fifth Annual General Meeting to be held in the calendar year 2030.

RMG is a firm of Practicing Company Secretaries registered with the Institute of Company Secretaries of India (ICSI). The firm was established in the year 2001. The registered office of the firm is situated in New Delhi and it has a branch office in Gurugram. The firm has experience of more than 24 years in dealing with Corporate Secretarial, Foreign Exchange Laws, Corporate Advisory, Regulatory Issues and other allied & legal matters.

RMG has accorded its consent to the aforesaid proposed appointment, and confirmed that their appointment, if made, shall be within the limits laid down by/under the Listing Regulations and guidelines issued by ICSI in this regard. They have also confirmed that they hold a valid peer review certificate issued by the ICSI and are eligible for appointment as Secretarial Auditor and not disqualified for the proposed appointment, under the Act read with the rules made thereunder, Listing Regulations and applicable SEBI circulars.

It is proposed to pay fee of Rs. 1,50,000 (Rupees One Lakh Fifty Thousand) plus applicable taxes and reimbursement of out-of-pocket expenses to RMG for the Financial Year 2025-26, for conducting secretarial audit of the Company. The remuneration of RMG for the remaining period of their term shall be fixed by the Board of Directors from time to time.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution.

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

#### **Item No. 6**

The members of the Company, at their Annual General Meeting held on September 12, 2023, approved the appointment of Mr. Abhay Bajjal as Managing Director of the Company for a period of 2 (two) years w.e.f. July 21, 2023 i.e. upto July 20, 2025. Keeping in view the good performance of the Company during the tenure of Mr. Abhay Bajjal as Managing Director and his contribution therefor, and considering his vast experience and knowledge of the fertiliser industry, the Board of Directors at its meeting held on February 6, 2025, upon the recommendation 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), re-appointed Mr. Abhay Bajjal as Managing Director of the Company for a period of 3 (three) years w.e.f. July 21, 2025 i.e. upto July 20, 2028, 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 Section 160 of the Act, proposing the candidature of Mr. Abhay Bajjal for the office of Director.

Mr. Abhay Bajjal, aged about 64 years, holds bachelor's degree in mechanical engineering from Delhi College of Engineering and post graduate diploma in management (specialization in Finance & Marketing) from Indian Institute of Management (IIM), Kolkata. Mr. Abhay Bajjal joined the Company in the year 2003 and retired as Chief Financial Officer on January 31, 2023. His functional expertise is in finance, accounts, business restructuring and project financing domains. Mr. Abhay Bajjal was instrumental in the growth trajectory of the Company, and in particular, setting up the Gadepan - III plant.

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

- 1) Tenure of re-appointment: From July 21, 2025 to July 20, 2028.
- 2) Salary & Allowances:
  - (i) Basic salary of Rs.10,10,000 (Rupees Ten Lakhs and Ten Thousands Only) per month in the range of Rs. 9,00,000 to Rs. 15,00,000 per month;

- (ii) Special allowance of Rs. 1,47,500 (Rupees One Lakh Forty Seven Thousands and Five Hundreds Only) per month in the range of Rs. 1,47,500 to Rs. 3,00,000 per month;
- (iii) Increments as may be determined by the Board of Directors 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 an amount equivalent to 15 months' basic salary (as per the last drawn basic salary).

3) Perquisites and other Benefits:

- (i) Company provided and maintained one air conditioned car with driver or vehicle allowance of Rs. 2,00,000 (Rupees Two Lakhs Only) per month in lieu thereof;
- (ii) Reimbursement of medical expenses for self, wife and dependent children on actual basis;
- (iii) Telephone alongwith internet facility at residence and mobile phone, at the Company's expense;
- (iv) Group health insurance cover for self and dependent family members and life insurance cover, as per the policy of the Company;
- (v) Leave travel assistance as applicable to the senior management employees as per policy of the Company; and
- (vi) 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), 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 February 6, 2025 (Employment Agreement) with Mr. Abhay Baijal containing the terms and conditions of his

re-appointment including remuneration. Either of the parties to the Employment Agreement may terminate the Employment Agreement by giving the other party ninety days' notice.

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 to the Act.

Mr. Abhay Baijal is Director of Chambal Infrastructure Ventures Limited, a wholly owned subsidiary of the Company and The Fertiliser Association of India. 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 a 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 any 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 4 (four) meetings of the Board of Directors of the Company held during the Financial Year 2024-25.

Details of remuneration paid to Mr. Abhay Baijal during the Financial Year 2024-25 are as under:

(Amount in Rs.)

| Salary      | Perquisites | Performance Bonus | Others - Retirement Benefits and Other Perquisites | Total       |
|-------------|-------------|-------------------|--|-------------|
| 2,31,02,235 | 2,50,000    | 55,00,000         | 14,33,102  | 3,02,85,337 |

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. Members seeking inspection of these documents may send an email to the Company at [isc@chambal.in](mailto:isc@chambal.in).

Save and except Mr. Abhay Baijal and his relatives, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommend the resolution set out at Item No. 6 of the Notice for approval of members.



## Item No. 7

In pursuance of Sections 149 and 152 of the Companies Act, 2013 (Act) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mrs. Rita Menon was appointed as Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. September 10, 2020 upto September 09, 2025.

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

The Board of Directors, on the recommendation of Nomination and Remuneration Committee (NRC) and considering other relevant factors, has recommended to the shareholders of the Company to approve the re-appointment of Mrs. Rita Menon for second term of 5 (five) consecutive years w.e.f. September 10, 2025 until September 09, 2030.

Mrs. Rita Menon, aged about 73 years, is M.A (Economics) from Delhi School of Economics. She joined the Indian Administrative Service in the year 1975 and held a number of senior positions in the Government of India and the Government of Uttar Pradesh. She retired in the year 2015 from the position of Chairperson and Managing Director of India Trade Promotion Organisation. In her career in public service, she had worked in various departments / ministries of Government of India such as Secretary in Ministry of Textiles, Additional Secretary and Special Secretary in Ministry of Finance, Joint Secretary in Ministry of Defence, etc. She was also Director of various public sector undertakings. Mrs. Rita Menon has vast experience in the areas of industrial development, town planning, finance, health, defence planning and procurement, public policy & administration, etc.

Mrs. Rita Menon volunteers for few not-for-profit organizations like All India Women's Education Fund Association, Association of Independent Directors of India and Music Concepts India. She has also served as the President of the Governing body of Lady Irwin College, University of Delhi.

The Company has received the following confirmations from Mrs. Rita Menon - (i) consent to act as Director; (ii) she is not disqualified from being appointed as Director in terms of Section 164 of the Act; (iii) declaration that she meets the criteria of independence as specified under Section 149 of the Act and the Listing Regulations; and (iv) confirmation that she has not been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority. The Company has received notice in writing from a member under Section 160 of the Act, proposing the candidature of Mrs. Rita Menon for the office of Director.

Details of other Indian companies in which Mrs. Rita Menon is a Director, are as under:

| Sl. No. | Name of the Company                  |
|---------|--------------------------------------|
| 1.      | M D Menon Consulting Private Limited |
| 2.      | Paradeep Phosphates Limited*         |

\*Listed entity

Details of positions held by Mrs. Rita Menon as chairperson/ member of committees of board of directors of other Indian companies, are as under:

| Sl. No. | Name of the Company         | Name of the Committee                     | Position held |
|---------|-----------------------------|---|---------------|
| 1.      | Paradeep Phosphates Limited | Nomination and Remuneration Committee     | Member        |
|         |                             | Stakeholders Relationship Committee       | Member        |
|         |                             | Corporate Social Responsibility Committee | Member        |
|         |                             | Finance Committee                         | Member        |
|         |                             | Audit Committee                           | Member        |

Mrs. Rita Menon has not resigned from directorship of any listed entity in the past three years. However, she ceased to be director of one listed entity, namely, Mangalore Chemicals & Fertilizers Limited, upon retirement. She does not hold any equity shares in the Company, and she is not a relative (as defined under the Act and Rules thereunder) of any Director or Key Managerial Personnel of the Company. Mrs. Rita Menon shall not be liable to retire by rotation. She has attended all 4 (four) meetings of the Board of Directors of the Company held during the Financial Year 2024-25. The Company has paid sitting fee of Rs. 5,30,000/- to her during the Financial Year 2024-25 and commission of Rs.17,50,000/- is payable to her for the said financial year.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the name of Mrs. Rita Menon is included in the data bank maintained by the Indian Institute of Corporate Affairs.

Mrs. Rita Menon possesses the core skills/ expertise/ competencies identified by the Board of Directors namely, Corporate Governance, Accounting & Finance and Leadership & General Management, which are also part of the role and capabilities identified by NRC.

The Board of Directors evaluated the performance of Mrs. Rita Menon and was satisfied with her performance as an Independent Director of the Company. She has been actively contributing to the working and growth of the Company, and the Board and relevant committees have benefitted from her knowledge, experience and specialization. She is

a person of integrity and possesses requisite qualification, experience and expertise for appointment as Independent Director. Considering the qualification, experience, expertise, contribution as Director of the Company, report of performance evaluation and role & capabilities required of an Independent Director of the Company, the NRC and Board of Directors are of opinion that Mrs. Rita Menon has the requisite skills and capabilities required for an Independent Director, and her continued association would benefit the Company. Further, Mrs. Rita Menon fulfils the criteria for appointment of Director contained in the Remuneration Policy of the Company. In the opinion of the Board of Directors, Mrs. Rita Menon fulfils the conditions for re-appointment as Independent Director as specified in the Act, the Rules made thereunder, and the Listing Regulations and she is independent of the management of the Company.

Approval of the members is being sought for re-appointment of Mrs. Rita Menon as Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years from September 10, 2025 upto September 09, 2030. If re-appointed, she shall be entitled to sitting fee for attending 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. The other terms and conditions of re-appointment of Mrs. Rita Menon shall be as per the draft letter of appointment. The draft letter of appointment setting out terms and conditions of her re-appointment and other documents referred above, shall be available for inspection electronically by members upto the date of Annual General Meeting. Members seeking inspection of these documents may send an email to the Company at [isc@chambal.in](mailto:isc@chambal.in).

Save and except Mrs. Rita Menon and her relatives, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommend the resolution set out at Item No. 7 of the Notice for approval of members.

#### Item No. 8

The Board of Directors, upon recommendation of Nomination and Remuneration Committee ("NRC"), appointed Dr. Rakesh Jain as Additional Director (designated as Independent Director) under Section 161 of the Companies Act, 2013 ("Act") and Article 64 of the Articles of Association of the Company, with effect from July 15, 2025.

As per Section 149 read with Schedule IV of the Act, Dr. Rakesh Jain is eligible for appointment as Independent Director for a term of upto 5 (five) consecutive years and the proposed appointment requires approval of the members.

The Board of Directors, upon recommendation of NRC and considering other relevant factors, has recommended to the shareholders of the Company, to approve the appointment of Dr. Rakesh Jain as Independent Director of the Company

for a term of five consecutive years w.e.f. July 15, 2025 to July 14, 2030, not liable to retire by rotation.

Dr. Rakesh Jain, aged about 64 years, is B. Tech (Chemical) from Punjab University, Chandigarh and M. Tech (Polymer) from Indian Institute of Technology (IIT), Kharagpur. He also has a PhD. (Polymer) from University of Akron. He has more than 37 years of experience in business portfolio optimization & value creation, multi-sector operational excellence & strategic turnarounds, global manufacturing & supply chain transformation, digital transformation & business process re-engineering, corporate strategy, government & private sector advisory and lean six sigma and quality management.

He started his career in the year 1988 with GE Group and held multiple roles in the areas of technology, marketing, manufacturing & product management. Later, he was associated with the Aditya Birla Group for 11 years during 2003 to 2014, in various leadership roles. He is currently on the Board of Vardhman Special Steels Limited (listed entity) and Managing Partner of Arjuna Advisory Services LLP.

The Company has received the following confirmations from Dr. Rakesh Jain - (i) consent to act as Director; (ii) he is not disqualified from being appointed as Director in terms of Section 164 of the Act; (iii) declaration that he meets the criteria of independence as specified under Section 149 of the Act and Listing Regulations; and (iv) confirmation that he has not been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority. The Company has received notice in writing from a member in terms of the provisions of Section 160 of the Act, proposing the candidature of Dr. Rakesh Jain for the office of Director.

Details of other Indian companies in which Dr. Rakesh Jain is a Director, are as under:

| Sl. No. | Name of the Company              |
|---------|----------------------------------|
| 1.      | Vardhman Special Steels Limited* |

\*Listed entity

Details of positions held by Dr. Rakesh Jain as chairperson/member of committees of board of directors of other Indian companies, are as under:

| Sl. No. | Name of the Company             | Name of the Committee                 | Position held |
|---------|---------------------------------|---------------------------------------|---------------|
| 1.      | Vardhman Special Steels Limited | Audit Committee                       | Member        |
|         |                                 | Nomination and Remuneration Committee | Member        |

In the past three years, Dr. Rakesh Jain has not resigned from directorship of any listed entity. He does not hold any 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. Dr. Rakesh Jain shall not be liable to retire by rotation. In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the name of

Dr. Rakesh Jain is included in the data bank maintained by the Indian Institute of Corporate Affairs.

Dr. Rakesh Jain possesses the core skills/ expertise/ competencies identified by the Board of Directors namely, Accounting & Finance, Corporate Governance, Leadership and General Management and Industry Experience, which are also part of the role and capabilities identified by NRC.

Considering the qualification, experience, expertise and role & capabilities required of an Independent Director of the Company, the NRC and Board of Directors are of opinion that Dr. Rakesh Jain has the requisite skills and capabilities required for an Independent Director, and his association would benefit the Company. Further, Dr. Rakesh Jain fulfils the criteria for appointment of Director contained in the Remuneration Policy of the Company. In the opinion of the Board of Directors, Dr. Rakesh Jain fulfils the conditions for appointment as Independent Director as specified in the Act, the Rules made thereunder, and the Listing Regulations and he is independent of the management of the Company.

Approval of the members is being sought for appointment of Dr. Rakesh Jain as Independent Director of the Company, to hold office for a term of 5 (five) consecutive years w.e.f. July 15, 2025 upto July 14, 2030. If appointed, he shall be

entitled to receive sitting fee for attending 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. The other terms and conditions of appointment of Dr. Rakesh Jain shall be as per the draft letter of appointment, which will be available for inspection electronically by members along with other documents, upto the date of Annual General Meeting. Members seeking inspection of these documents may send an email to the Company at [isc@chambal.in](mailto:isc@chambal.in).

Save and except Dr. Rakesh Jain and his relatives, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set out at Item No. 8 of the Notice for approval of members.

**By order of the Board of Directors**



**Tridib Barat**

Vice President - Legal &  
Company Secretary

New Delhi  
July 18, 2025