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 Forty First Annual General Meeting of the members of Chambal Fertilisers and Chemicals Limited will be held at 10.30 A.M. Indian Standard Time on Tuesday, September 1, 2026, 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, 2026 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, 2026 and the report of the Auditor thereon.
2. To declare final dividend on equity shares for the Financial Year ended March 31, 2026.
3. To appoint Mr. Chandra Shekhar Nopany (Director Identification Number: 00014587) 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-enactments 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, 2027, amounting to Rs.1,55,000/- (Rupees One Lakh Fifty-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.

   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."

5. To consider, and if thought fit, pass the following resolution as **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-enactments 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 continuation of Mrs. Rita Menon (Director Identification Number: 00064714) as Independent Director of the Company after attaining age of seventy five (75) years, upto the completion of her tenure on September 09, 2030, and not liable to retire by rotation.

   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

Tridib Barat
Vice President - Legal & Company Secretary
ACS-12247

New Delhi
July 31, 2026

NOTES:

1. Explanatory Statement

The statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") relating to the item nos. 4 & 5, is given below and forms part hereof.

2. Details of director proposed to be re-appointed

In terms of the provisions of Section 152 of the Act, Mr. Chandra Shekhar Nopany is retiring by rotation, and being eligible, offers himself for re-appointment, as a Director liable to retire by rotation. Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment. The brief resume and other details of Mr. Chandra Shekhar Nopany are given below:

Mr. Chandra Shekhar Nopany, aged about 60 years, is an industrialist having vast experience and expertise in diverse fields like sugar, textiles, finance and fertilisers. He is a Chartered Accountant and Master of Science in Industrial Administration from Carnegie Mellon University, Pittsburgh, U.S.A. He leads as a new generation entrepreneur with concerted focus on efficiency and growth. He is the former President of Indian Chamber of Commerce, Kolkata and Indian Sugar Mills Association.

Details of other Indian companies in which Mr. Chandra Shekhar Nopany is a Director, are as under:

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

*Listed entity

Further, details of positions held by Mr. Chandra Shekhar Nopany as chairperson/member of committees of board of directors of other Indian companies, are as under:

Name of the Company	Name of the Committee	Position held
SIL Investments Limited	Stakeholders' Relationship Committee	Chairperson
	Corporate Social Responsibility Committee	Chairperson
New India Retailing & Investment Limited	Finance & Corporate Affairs Committee	Chairperson

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

If re-appointed, Mr. Chandra Shekhar Nopany shall be liable to retire by rotation. Mr. Chandra Shekhar Nopany holds 2,80,192 equity shares in the Company. Apart from this, Chandra Shekhar Nopany HUF holds 2,31,760 equity shares, Chandra Shekhar Nopany as Trustee of Shruti Family Trust holds 966 equity shares and Chandra Shekhar Nopany as Trustee of Shekhar Family Trust holds 1,38,94,000 equity shares of the Company. Mr. Chandra Shekhar Nopany is not a relative (as defined under the Act and Rules thereunder) of any Director or Key Managerial Personnel of the Company. He was first appointed as Alternate Director on the Board of Directors of the Company on November 15, 1994 and served as Alternate Director thereafter from time to time. He was appointed as Director of the Company with effect from September 16, 2008. He has attended all the 4 (four) meetings of the Board of Directors of the Company held during the Financial Year 2025-26.

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 paid sitting fee of Rs. 2,75,000 to Mr. Chandra Shekar Nopany during the Financial Year 2025-26 and commission of Rs.17,50,000 is payable to him for the said financial year.

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. 03/2025 dated September 22, 2025 read with General Circular no. 09/2024 dated September 19, 2024, 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 to conduct annual general meeting through video conferencing ("VC") or other audio visual means ("OAVM") till further orders. In pursuance of the applicable provisions of the Act read with MCA Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI

Listing Regulations"), the Forty First Annual General Meeting of the Company ("AGM") is being convened and conducted through VC / OAVM, which does not require physical presence of members at a common venue. The venue of AGM shall be deemed to be the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN - 325208.

3.2 In pursuance of the MCA Circulars and SEBI Listing Regulations, notice of AGM and the Annual Report of the Company for the Financial Year 2025-26 ("Annual Report 2025-26") comprising audited financial statements for the Financial Year 2025-26, Auditor's Reports, Board's Report and all other documents required to be attached thereto and Business Responsibility and Sustainability Report are being sent only through email to those members whose email addresses are registered with the Company or Registrar and Share Transfer Agent (RTA) or the depositories / depository participants. Further, in compliance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report 2025-26 is available, is being sent to those members whose email addresses are not registered with the Company or RTA or the depositories/ depository participants. These documents will also be available on the website of the Company at www.chambalfertilisers.com, the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

3.3 As per the provisions of Section 105 of the Act, a member entitled to attend and vote at AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Since the AGM is being held through VC/ OAVM and physical attendance of members has been dispensed with, the facility for appointment of proxies by the members will not be available for the AGM. Accordingly, the Proxy Form, Attendance Slip and Route Map are not enclosed 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.

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.

3.6 The special business under item nos. 4 & 5 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 28, 2026, and end at 05.00 P.M. IST on Monday, August 31, 2026**. 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 31, 2026.

4.3 In pursuance of Sections 112 and 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting and participation and voting in the AGM.

Corporate / Institutional members (i.e. other than individuals, HUF, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution / Authority Letter / Power of Attorney, etc. to the Scrutiniser by e-mail at scrutinizer@chambal.in, with a copy marked to evoting@nsdl.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. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 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/Members can also download NSDL Mobile Application "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store   Google Play

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 and click on login icon and My Easi Tab and then use your existing My Easi username and password.

ii) 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.

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

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

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

II) Procedure to login through Depository Participant

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

b) Upon 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.

c) Click on option available against Company name or **e-voting Service Provider-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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID/Forgot Password option available 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

i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/ Member/ Creditor" section.

iii) A new screen will open. You will have to enter your User Id and Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL e-Services after using your log-in credentials, you will be able to see e-Voting services under Value Added Services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or **e-voting Service Providers- NSDL** and you will be re-directed to NSDL e-Voting website to cast your vote during the remote e-Voting period or joining AGM and voting during AGM.

iv) The User Id details are given below:

Manner of holding shares	User Id
(i) For members who hold shares 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 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 140641 then User Id is 140641E001****

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. 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.

b) If you are still unable to get the password by aforesaid two options, you can send a request at 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 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, 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.

vi) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password.

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 RTA or depository/ depository participant

A member whose email address is not registered with the Company or RTA 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 or send these documents to the RTA of the Company; and

(ii) In case shares of the Company are held by a member in dematerialized form, the 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 or evoting@nsdl.com or send these documents to the RTA 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 25, 2026**, 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 cut-off date i.e. **August 25, 2026**.

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 25, 2026,** may obtain the User Id and password by sending a request at evoting@nsdl.com or isc@chambal.in.

However, if such member is already registered for e-Voting, then such member may follow the process and manner of remote e-Voting, attending AGM through VC / OAVM and e-Voting at AGM given in Note No. 5 above.

7.3 In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

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 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, Deputy Vice President, NSDL at the designated email IDs: evoting@nsdl.com or pallavid@nsdl.com (call at +91 22 - 48867000) or Ms. Yashika Narula, Deputy Manager – Legal & 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.

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 and NSDL website: www.evoting.nsdl.com, immediately after the results are declared.

9.3 Suject to receipt of requisite number of votes, the resolutions proposed in this Notice shall be deemed to have been passsed on the date of the AGM, i.e. Tuesday, September 1, 2026

10. Payment of Dividend

The Board of Directors, at its meeting held on May 14, 2026, has recommended payment of final dividend of Rs 6 per equity share of Rs. 10 each of the Company (i.e. @ 60%), for the Financial Year ended March 31, 2026. The final dividend on equity shares for the Financial Year ended March 31, 2026, 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 11, 2026 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, 2025, ("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 RTA i.e. KFin Technologies 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 393(1) [Table Sr. No. 7] of the IT Act.

No tax shall be deducted on dividend paid to resident individual shareholders if total dividend amount during the Financial Year 2026-27 does not exceed Rs. 10,000 or if the individual shareholder furnishes declaration in Form No. 121 to avail the benefit of non-deduction of tax at source by e-mail to isc@chambal.in on or before **Monday, August 10, 2026**.

In case a shareholder does not provide valid PAN or has not linked AADHAAR with PAN as per the provisions of Section 262 of the IT Act, tax shall be deducted at the higher rate as per the provisions of Section 397(2) 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 41 and any other document which may be required to avail the tax treaty benefits for the Financial Year 2026-27. 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 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 10, 2026**. 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 RTA of the Company. Members may send an email to the Company at 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 February 06, 2026 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 RTA, for registration/updation of their details:

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

In case any of the aforesaid documents / details (except nomination which is optional) are not available in the records of the Company / RTA, the member shall not be eligible to avail any service request from the RTA including payment of dividend or lodge grievance until they furnish KYC details / documents. Further, with effect from April 01, 2024, any payment including dividend shall only be made through 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 2025-26, the Company has transferred unclaimed / unpaid dividend for the Financial Year 2017-18 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). Members are requested to claim their unpaid / unclaimed dividend pertaining to the Financial Year 2018-19 and subsequent dividends declared by the Company, by making an application along with requisite documents to the Company's RTA, 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, 2026, the Company has transferred 3,18,095 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, 2026, 64,83,778 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 and following the procedure mentioned on 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 2026-27. 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".

16. Registrar to an issue and Share Transfer Agent

KFin Technologies Limited is the Registrar to an issue and Share Transfer Agent of the Company. All investor related communication(s) may be addressed to:

KFin Technologies Limited

Selenium Building, Tower B,
Plot No – 31 & 32, Financial District,
Nanakramguda, Serilingampally, Hyderabad,
Rangareddy, Telangana – 500 032
Tel. : +91-40-6716 2222 / 7961 1000
E-mail : einward.ris@kfintech.com
Website : www.kfintech.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, as Cost Auditor for conducting audit of the cost records of the Company, as applicable, for the Financial Year ending March 31, 2027 at remuneration of Rs. 1,55,000 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, 2027.

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

The members of the Company, at their Fortieth Annual General Meeting held on August 26, 2025 approved the re-appointment of Mrs. Rita Menon 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.

As per Regulation 17(1A) of the SEBI Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect. Mrs. Rita Menon shall attain the age of 75 years on December 25, 2026. Accordingly, approval of the members by way of special resolution is required for continuation of Mrs. Rita Menon as Director after attaining age of 75 years.

Mrs. Rita Menon, aged about 74 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 has 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.

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

S. 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:

Name of the Company	Name of the Committee	Position held
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. She ceased to be director of one listed entity, namely, Mangalore Chemicals and Fertilizers Limited, upon retirement.

Mrs. Rita Menon shall not be liable to retire by rotation. Mrs. Rita Menon 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 was first appointed on the Board of Directors of the Company with effect from September 10, 2020. She has attended all 4 (four) meetings of the Board of Directors of the Company held during the Financial Year 2025-26.

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 paid sitting fee of Rs. 6,00,000/- to her during the Financial Year 2025-26 and commission of Rs. 17,50,000/- is payable to her for the said financial year.

Mrs. Rita Menon has been actively contributing to the working and growth of the Company, and the Board and relevant committees viz. Stakeholders Relationship Committee, Audit Committee and Corporate Social Responsibility Committee have benefitted from her active participation, knowledge, experience and specialization. Considering the qualification, experience, expertise, contribution as Director of the Company and role & capabilities required of an Independent Director of the Company, the Nomination and Remuneration Committee and Board of Directors are of opinion that the continued association of Mrs. Rita Menon will immensely benefit the Company.

The Board of Directors at its meeting held on May 14, 2026, on the recommendation of the Nomination and Remuneration Committee, has recommended to the shareholders of the Company to approve the continuation of Mrs. Rita Menon as Independent Director of the Company after attaining age of 75 years.

Accordingly, approval of the members is being sought for continuation of Mrs. Rita Menon as Independent Director of the Company after attaining age of 75 years, upto the completion of her tenure on September 09, 2030.

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. 5 of the Notice for approval of members.

By order of the Board of Directors

Tridib Barat
Vice President - Legal & Company Secretary
ACS-12247

New Delhi
July 31, 2026