



CHAMBAL FERTILISERS AND CHEMICALS LIMITED

September 10, 2020

BSE Limited

Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai – 400 001

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

Dear Sir,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith summary of proceedings of the Thirty-fifth Annual General Meeting of the Company held on Thursday, September 10, 2020 held through video conferencing / other audio visual means.

You are requested to notify your constituents accordingly.

Thanking You,

Yours sincerely,

for **Chambal Fertilisers and Chemicals Limited**

Rajveer Singh

Vice President - Legal & Secretary

**Summary of proceedings of the Thirty-fifth Annual General Meeting of
Chambal Fertilisers and Chemicals Limited ("the Company") held on September 10, 2020**

Thirty-fifth Annual General Meeting ("AGM") of the members of the Company was held at 1030 Hours Indian Standard Time ("IST") on Thursday, September 10, 2020 through video conferencing ("VC") / other audio visual means ("OAVM"), in compliance with the applicable provisions of the Companies Act, 2013 read with General Circular no. 20/2020 dated May 05, 2020, General Circular no. 14/2020 dated April 08, 2020 and General Circular no. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs, Government of India, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations"), and circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India.

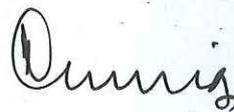
Mr. Saroj Kumar Poddar, Chairman ascertained the quorum and called the meeting to order. He welcomed the members participating in the AGM through VC/ OAVM.

All the Directors attended the meeting including Mr. Marco Philippus Ardeshir Wadia, Chairman of the Audit Committee and Ms. Radha Singh, Chairperson of the Nomination and Remuneration Committee and Stakeholders Relationship Committee. The Chairman introduced the Directors, Chief Financial Officer and Company Secretary of the Company. Mr. Pramit Agrawal, Partner of M/s. Price Waterhouse Chartered Accountants LLP, Auditors and Mr. Manish Gupta, Partner of M/s. RMG & Associates, Secretarial Auditor of the Company, have also attended the AGM.

The Chairman drew the attention of members to the registers/ other documents made available for inspection by the members electronically.

The Chairman addressed the members and apprised them about the challenges posed by COVID-19 pandemic, performance of the Company and Corporate Social Responsibility initiatives/ programs of the Company.

The members were informed that in accordance with the provisions of the Companies Act, 2013, Listing Regulations and Secretarial Standard on General Meetings, the Company had provided the facility of casting the votes by the members through electronic means ("E-voting"). The remote E-voting commenced at 0900 Hours IST on Saturday, September 05, 2020 and ended on 1700 Hours IST on Wednesday, September 09, 2020. The facility of E-voting at AGM was also made available for those members who participated in the AGM through VC/ OAVM and did not cast their vote(s) by remote E-voting. The members were briefed about the procedure of E-voting in the AGM.



The following items of business as stated in the notice of AGM were transacted at the meeting:

Ordinary Business		
1.	Receive, consider and adopt: a) the audited standalone financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and report of the Auditors thereon.	Ordinary Resolution
2.	Appointment of Mr. Chandra Shekhar Nopany (DIN: 00014587), who retires by rotation and, being eligible, offers himself for re-appointment, as a Director.	Ordinary Resolution
Special Business		
3.	Ratification of remuneration payable to M/s. K.G. Goyal & Associates, Cost Auditor (Firm Registration No. 000024).	Ordinary Resolution
4.	Approval of appointment of Mr. Gaurav Mathur (DIN: 07610237) as Whole-time Director designated as Joint Managing Director of the Company, for a period of 5 (five) years with effect from January 06, 2020.	Ordinary Resolution
5.	Appointment of Mr. Pradeep Jyoti Banerjee (DIN: 02985965) as an Independent Director of the Company, for a term of 5 (five) consecutive years from December 01, 2019 to November 30, 2024.	Ordinary Resolution
6.	Appointment of Mrs. Rita Menon (DIN: 00064714), as an Independent Director of the Company, for a term of 5 (five) consecutive years from September 10, 2020 to September 09, 2025.	Ordinary Resolution
7.	Approval for payment, by way of commission, to the Non-Executive Directors of the Company during the period of 5 (five) financial years commencing from April 01, 2020.	Ordinary Resolution
8.	Approval for continuation of Mr. Saroj Kumar Poddar (DIN: 00008654) as a Director of the Company, after he attains the age of seventy-five (75) years.	Special Resolution

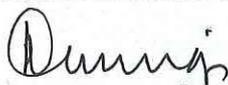
The Chairman informed that Mr. Manish Gupta, Partner, M/s. RMG & Associates, Company Secretaries in whole time practice, was appointed by the Board of Directors of the Company, to scrutinise the remote E- voting and voting in the AGM. The consolidated results of the remote E-voting and E-voting in the AGM would be made available together with the scrutiniser's report at the websites of the Company and National Securities Depository Limited within 48 Hours of conclusion of the AGM.

Manish



The scrutiniser's report dated September 10, 2020 was received. All the resolutions pertaining to the items of business mentioned above were declared as passed with requisite majority.

for **Chambal Fertilisers and Chemicals Limited**



Rajveer Singh

Vice President - Legal & Secretary

