



**CHAMBAL FERTILISERS AND CHEMICALS LIMITED**

September 12, 2023

**BSE Limited**

Phiroze Jeejeebhoy Towers  
25<sup>th</sup> 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 Eighth Annual General Meeting of the Company held on Tuesday, September 12, 2023 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**

**Anuj Jain**

Assistant Vice President - Finance & Company Secretary

**Encl:** As above

**Summary of proceedings of the Thirty Eighth Annual General Meeting of  
Chambal Fertilisers and Chemicals Limited held on September 12, 2023  
through Video Conferencing/Other Audio Visual Means**

---

The Thirty Eighth Annual General Meeting (“AGM”) of the members of Chambal Fertilisers and Chemicals Limited (“the Company”) was held at 10.30 A.M. Indian Standard Time (“IST”) on Tuesday, September 12, 2023 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. 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 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/PoD-2/P/CIR/2023/4 dated January 5, 2023 read with Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India.

Following Directors and Key Managerial Personnel of the Company attended the AGM:

1. Mr. Saroj Kumar Poddar, *Non-executive Chairman*
2. Mrs. Rita Menon, *Independent Director and Chairperson of Stakeholders Relationship Committee*
3. Mr. Vivek Mehra, *Independent Director and Chairman of Nomination and Remuneration Committee*
4. Mr. Pradeep Jyoti Banerjee, *Independent Director and Chairman of Audit Committee*
5. Mr. Chandra Shekhar Nopany, *Non-executive Director*
6. Mr. Berjis Minoos Desai, *Independent Director.*
7. Mr. Abhay Baijal, *Managing Director*
8. Mr. Anand Agarwal, *Chief Financial Officer*
9. Mr. Anuj Jain, *Company Secretary*

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

Chairman introduced the Directors, Chief Financial Officer and Company Secretary.

Mr. Abhishek Rara, Partner of M/s. Price Waterhouse Chartered Accountants LLP, Auditor of the Company and Mr. Manish Gupta, Partner of M/s. RMG & Associates, Secretarial Auditor of the Company, were also present in the AGM.

He informed the members that the registers/ other documents referred to in the notice convening the AGM, were available for inspection by the members electronically.

Chairman then addressed the members and apprised them on the recent developments in the agriculture sector, and among other matters, gave an insight into the Company's performance, strategic initiatives for growth of the Company's business, implementation of the Technical Ammonium Nitrate Project, Corporate Social Responsibility initiatives etc.

He mentioned that in accordance with the provisions of the Companies Act, 2013, Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the Company had provided the facility of casting votes by the members through electronic means ("e-Voting"). The remote e-Voting commenced at 09.00 A.M. IST on Friday, September 08, 2023 and ended at 05.00 P.M. IST on Monday, September 11, 2023. The facility of e-Voting was also made available at the AGM to 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 on the procedure of e-Voting in the AGM.

Following items of business as stated in the notice convening the AGM were transacted:

<b>Ordinary Business:</b>		
1.	Receive, consider and adopt: a) the audited financial statements of the Company for the Financial Year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2023 and the report of the Auditors thereon.	Ordinary Resolution
2.	Declaration of final dividend @ Rs. 3.00 per equity share of Rs. 10 each of the Company for the Financial Year ended March 31, 2023.	Ordinary Resolution
3.	Re-appointment of Mr. Chandra Shekhar Nopany (Director Identification Number: 00014587), who retires by rotation and, being eligible, offers himself for re-appointment, as a Director.	Ordinary Resolution
<b>Special Business:</b>		
4.	Ratification of remuneration payable to M/s. K.G. Goyal & Associates, Cost Accountants (Firm Registration Number: 000024) to conduct the audit of the cost records of the Company.	Ordinary Resolution
5.	Approval of appointment of Mr. Abhay Baijal (Director Identification Number: 01588087) as Managing Director of the Company, for the period of 2 (two) years from July 21, 2023 to July 20, 2025.	Ordinary Resolution
6.	Re-Appointment of Mr. Vivek Mehra (Director Identification Number: 00101328) as an Independent Director of the Company, for a second term of 5 (five) consecutive years from September 18, 2023 to September 17, 2028.	Special Resolution

Thereafter, Chairman invited one-by-one, the members who had registered as speakers to raise queries and/or express their views. Clarifications were provided to the queries raised by the members.

Chairman mentioned that Mr. Manish Gupta, Partner, RMG & Associates, Company Secretaries in whole-time practice, was appointed by the Board of Directors to scrutinise the remote e-Voting process and voting in the AGM. He informed the members that the consolidated results of remote e-Voting and e-Voting in the AGM, alongwith scrutiniser's report would be made available on the website of the Company and National Securities Depository Limited within 2 working days from the conclusion of the AGM.

The scrutiniser's report dated September 12, 2023 was received on the same day. All the resolutions pertaining to the items of business mentioned above, were declared as passed with requisite majority.

**For Chambal Fertilisers and Chemicals Limited**

Anuj Jain

**Assistant Vice President - Finance & Company Secretary**