



CHAMBAL FERTILISERS AND CHEMICALS LIMITED

September 13, 2022

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 Seventh Annual General Meeting of the Company held on Tuesday, September 13, 2022 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

Encl: a/a

**Summary of proceedings of the Thirty Seventh Annual General Meeting of
Chambal Fertilisers and Chemicals Limited (“the Company”) held on September 13, 2022**

Thirty Seventh Annual General Meeting (“AGM”) of the members of the Company was held at 10.30 A.M. Indian Standard Time (“IST”) on Tuesday, September 13, 2022 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. 2/2022 dated May 05, 2022, General Circular no. 14/2020 dated April 08, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular no. 20/2020 dated May 05, 2020 and General Circular no. 02/2021 dated January 13, 2021 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/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India.

The following Directors attended the AGM:

1. Mr. Saroj Kumar Poddar, Non-executive Chairman
2. Mr. Shyam Sunder Bhartia, Non-executive Director;
3. Ms. Radha Singh, Independent Director and Chairperson of the Stakeholders Relationship Committee and Nomination and Remuneration Committee;
4. Mr. Marco Philippus Ardeshir Wadia, Independent Director and Chairman of the Audit Committee;
5. Mr. Chandra Shekhar Nopany, Non-executive Director;
6. Mr. Vivek Mehra, Independent Director;
7. Mr. Pradeep Jyoti Banerjee, Independent Director;
8. Mr. Gaurav Mathur, Managing Director; and
9. Mrs. Rita Menon, Independent Director.

Mr. Abhay Bajjal, Chief Financial Officer and Mr. Rajveer Singh, Company Secretary also attended the AGM.

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.

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 of the Company and Mr. Manish Gupta, Partner of M/s. RMG & Associates, Secretarial Auditor of the Company, were also present in 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 witnessed by the fertilizer sector due to global demand-supply imbalance, performance of the Company, initiatives taken by the Company to grow its business, Corporate Social Responsibility initiatives of the Company, etc.

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 09.00 A.M. IST on Friday, September 09, 2022 and ended at 05.00 P.M. IST on Monday, September 12, 2022. The facility of e-Voting was also made available at AGM 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 in the AGM:

Ordinary Business		
1.	Receive, consider and adopt: a) the audited financial statements of the Company for the Financial Year ended March 31, 2022 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, 2022 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, 2022.	Ordinary Resolution
3.	Re-appointment of Mr. Shyam Sunder Bhartia (Director Identification Number: 00010484), who retires by rotation and, being eligible, offers himself for re-appointment, as a Director.	Ordinary Resolution
4.	Re-appointment of M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration Number: 012754N/N500016), as Auditor of the Company, to hold office for the second term of 5 (five) consecutive years from the conclusion of Thirty Seventh Annual General Meeting till the conclusion of the Forty Second Annual General Meeting of the Company and fix their remuneration.	Ordinary Resolution
Special Business		
5.	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
6.	Appointment of Mr. Berjis Minoos Desai (Director Identification Number: 00153675) as an Independent Director of the Company, for a term of 5 (five) consecutive years from September 13, 2022 to September 12, 2027.	Special Resolution

The Chairman invited the members who had registered as speakers to raise queries or express their views. Clarifications were provided to the queries raised by the members.

The Chairman informed that Mr. Manish Gupta, Partner, 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 Chairman further informed that the consolidated results of the remote e-Voting as well as e-Voting in the AGM would be made available together with the scrutiniser's report on the websites of the Company and National Securities Depository Limited within 2 working days from the conclusion of the AGM.

The scrutiniser's report dated September 13, 2022 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