



CHAMBAL FERTILISERS AND CHEMICALS LIMITED

Ref. No.: CFCL/SE/2024-25/74

August 27, 2024

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 forwarding herewith summary of proceedings of the Thirty Ninth Annual General Meeting held on Tuesday, August 27, 2024 through video conferencing.

You are requested to notify your constituents accordingly.

Thanking you,

Yours faithfully,

For **Chambal Fertilisers and Chemicals Limited**

(Tridib Barat)

Vice President - Legal & Company Secretary

Encl: As above

**Summary of proceedings of the Thirty Ninth Annual General Meeting of
Chambal Fertilisers and Chemicals Limited held on August 27, 2024**

The Thirty Ninth Annual General Meeting (“AGM”) of the members of Chambal Fertilisers and Chemicals Limited (“the Company”) was held at 10.30 A.M. (IST) on Tuesday, August 27, 2024 through video conferencing (“VC”)/other audio visual means (“OAVM”), in compliance with the applicable provisions of the Companies Act, 2013, General Circular no. 09/2023 dated September 25, 2023 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 (“SEBI’s Listing Regulations”) and Circular no. SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 read with Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, on compliance with the provisions of SEBI’s Listing Regulations 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. Mr. Shyam Sunder Bhartia, *Non-executive Director*
3. Mr. Chandra Shekhar Nopany, *Non-executive Director*
4. Mr. Vivek Mehra, *Independent Director & Chairman of Nomination and Remuneration Committee*
5. Mr. Pradeep Jyoti Banerjee, *Independent Director & Chairman of Audit Committee*
6. Mrs. Rita Menon, *Independent Director & Chairperson of Stakeholders Relationship Committee*
7. Mr. Abhay Baijal, *Managing Director*
8. Mr. Anand Agarwal, *Chief Financial Officer*
9. Mr. Tridib Barat, *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 and Mr. Manish Gupta, Partner of M/s. RMG & Associates, Secretarial Auditor 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 among other matters, gave insight into the Company's performance and operations.

He mentioned that in accordance with the provisions of the Companies Act, 2013, SEBI's Listing Regulations and Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India, the Company had provided facility of casting votes by members through electronic means ("e-Voting"). The remote e-Voting commenced at 9.00 A.M. IST on Friday, August 23, 2024 and concluded at 5.00 P.M. IST on Monday, August 26, 2024. The facility of e-Voting was also 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. Members were briefed on the procedure of e-Voting in the AGM.

Following items of business as outlined in the notice convening the AGM, were considered at the meeting:

Ordinary Business:		
1.	Receive, consider and adopt: a) the audited financial statements of the Company for the Financial Year ended March 31, 2024 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, 2024 and the report of the Auditor thereon.	Ordinary Resolution
2.	Declaration of final dividend @ Rs. 3.00 per equity share of Rs. 10 each of the Company (i.e. @ 30%) for the Financial Year ended March 31, 2024.	Ordinary Resolution
3.	Re-appointment and continuation of Mr. Saroj Kumar Poddar (Director Identification Number: 00008654), who has attained the age of seventy five (75) years, and who retires by rotation, and being eligible, offers himself for re-appointment, as a Director of the Company liable to retire by rotation.	Special Resolution
Special Business:		
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 for the financial year ending March 31, 2025.	Ordinary Resolution
5.	Approval for payment of commission to Non - Executive Directors of the Company during the period of 5 (five) financial years commencing from April 01, 2025.	Ordinary Resolution
6.	Re-appointment of Mr. Pradeep Jyoti Banerjee (Director Identification Number: 02985965) as an Independent Director of the Company, to hold office for second term of 5 (five) consecutive years from December 01, 2024 to November 30, 2029.	Special Resolution

Thereafter, Chairman invited one-by-one, the members who had registered as speakers to raise queries and/or express views. Chairman and Managing Director gave response to the queries raised by the members.

Chairman mentioned that Mr. Sachin Khurana, Partner, RMG & Associates, Company Secretaries in whole-time practice, was appointed by Board of Directors to scrutinise 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 August 27, 2024 was received on the same day. All resolutions pertaining to the items of business mentioned above, were declared as passed with requisite majority.

For Chambal Fertilisers and Chemicals Limited

Tridib Barat

Vice President - Legal & Company Secretary