



CHAMBAL FERTILISERS AND CHEMICALS LIMITED

September 16, 2017

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

The Secretary
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 32nd Annual General Meeting of the Company held on Friday, September 15, 2017 in the Multi-purpose Hall at the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN-325 208.

You are requested to notify your constituents accordingly.

Yours sincerely,

for **Chambal Fertilisers and Chemicals Limited**

Rajveer Singh
Assistant Vice President- Legal & Secretary

Encl.: a/a

**Summary of proceedings of the 32nd Annual General Meeting of
Chambal Fertilisers and Chemicals Limited held on September 15, 2017**

Thirty Second Annual General Meeting ("AGM") of the members of the Company was held at 1030 hours on Friday, September 15, 2017 in the Multi-purpose Hall at the Registered Office of the Company at Gadepan, District Kota, Rajasthan, PIN-325 208.

Mr. Anil Kapoor, Managing Director chaired the meeting. Mr. Marco Wadia, Chairman of the Audit Committee and Ms. Radha Singh, Chairperson of the Nomination and Remuneration Committee and Stakeholders Relationship Committee were present at the meeting. Mr. Manish Gupta, representative of M/s. RMG & Associates, Company Secretaries, the Secretarial Auditors of the Company, was also present at the meeting.

The Chairman ascertained the quorum and called the meeting to order. He welcomed the members at the AGM and introduced the persons on the dais.

The Chairman addressed the shareholders and apprised them about the development in Indian economy, performance of the Company, the new Urea project of the Company and Corporate Social Responsibility initiatives/ programmes of the Company.

He drew the attention of members to the records/ registers/other documents made available for inspection of the members.

The members were informed that in accordance with the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company had provided the facility of casting the votes by the members by electronic means using an electronic voting system from a place other than venue of AGM ("Remote E-voting"), on all items set out in the notice of AGM dated August 09, 2017 ("AGM Notice"). The Remote E-voting commenced on Monday, September 11, 2017 (0900 hours) and ended on Thursday, September 14, 2017 (1700 hours). The facility of voting through ballot paper on all items set out in the AGM Notice was also made available at the AGM for those members who did not cast their vote(s) through Remote E-voting. 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 voting at AGM and Remote E-voting.

The Chairman replied to the queries raised by the members.

The following items of business as stated in the AGM Notice were transacted 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, 2017 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, 2017 and report of the Auditors thereon.	Ordinary Resolution



2.	Declaration of dividend on equity shares for the financial year ended March 31, 2017.	Ordinary Resolution
3.	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
4.	Appointment of M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016), as Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the thirty seventh Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors.	Ordinary Resolution
Special Business		
5.	Ratification of remuneration payable to M/s. K.G. Goyal & Associates, Cost Auditors (Registration No. 000024).	Ordinary Resolution
6.	Appointment of Mr. Nimesh Nagindas Kampani (DIN 00009071) as an Independent Director of the Company.	Ordinary Resolution
7.	Re-appointment of Mr. Marco Philippus Ardeshir Wadia (DIN 00244357) as an Independent Director of the Company.	Special Resolution
8.	Re-appointment of Ms. Radha Singh (DIN 02227854) as an Independent Director of the Company.	Special Resolution
9.	Approval to make offer or invitation for subscription of non-convertible debentures aggregating upto Rs. 500 Crore, on private placement basis.	Special Resolution

The Chairman informed that the consolidated results of the Remote E-voting and voting at 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 meeting. The results would also be displayed at the Notice Boards of the Company at its Registered Office and the Corporate Office. The Chairman thereafter handed over the process of voting through ballot paper to Mr. Manish Gupta, Scrutinizer.

The scrutinizer's report dated September 16, 2017 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
Assistant Vice President - Legal & Secretary