



Khaitan CHEMICALS AND FERTILIZERS LIMITED

CIN : L24219MP1982PLC004937

Apollo Arcade, 3rd Floor, 1/2, Old Palasia, Indore - 452018 (M.P.)

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KCFL/2022/

June 23, 2022

The Manager (DCS/Compliance)
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI- 400 001
BSE Scrip Code : 507794

The Manager (Listing/Compliance)
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla
Complex, Bandra (East),
MUMBAI- 400 001
NSE Symbol : KHAICHEM

Sub: Proceedings cum outcome of the 40th Annual General Meeting

Dear Sir/Madam,

We wish to inform you that, the 40th Annual General Meeting of the Company held on Thursday, June 23, 2022 through VC/OVAM, inter alia, the shareholders have considered the following agenda items:

1. Adoption of Audited Financial Statements, Reports of Board of Directors and Auditors for the year 2021-22.
2. 15% Dividend (Re. 0.15 per share) on Equity Shares for the Financial Year 2021-2022.
3. Appointment of Director in place of Shri Utsav Khaitan (DIN: 03021454), who retires by rotation and being eligible offers himself for re-appointment.
4. Re-appointment of Statutory Auditors and fix their remuneration.
5. Ratify the Remuneration of Cost Auditors for the financial year ending March 31, 2023.
6. Re-appointment of Shri Shailesh Khaitan (DIN: 00041247), as Managing Director of the Company.
7. Re-appointment of Shri Jagdish Lal Jajoo (DIN: 02758763), as Whole Time Director of the Company

The Annual General Meeting of the Company commenced at 1:00 pm and concluded at 1:43 pm.

We request you to take the above information on your record.

Yours' faithfully,

for KHAITAN CHEMICALS AND FERTILIZERS LIMITED

(CS KAMLESH JOSHI)

Company Secretary & Senior General Manager

Encl: Proceedings of 40th AGM



PROCEEDINGS OF THE 40TH ANNUAL GENERAL MEETING OF THE MEMBERS OF KHAITAN CHEMICALS AND FERTILIZERS LIMITED HELD ON THURSDAY, THE 23RD DAY OF JUNE, 2022 AT 1:00 P.M. THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") AND CONCLUDED AT 1:43 P.M.

PRESENT:

DIRECTORS:

Shri Utsav Khaitan	:	Joint Managing Director
Shri Jagdish Lal Jajoo	:	Whole Time Director
Shri Vijay Gupta	:	Independent Director
Shri Balmukund Dakhera	:	Independent Director
Ms. Veena Chadha	:	Independent Women Director

IN ATTENDANCE:

Shri Harsh Vardhan Agnihotri	:	President & Chief Financial Officer
Shri Kamlesh Joshi	:	Company Secretary & Senior General Manager
Shri Deepak K Aggarwal	:	Partner, M/s. NSBP & Co., Chartered Accountant (Statutory Auditor's) New Delhi

SCRUTINIZER APPOINTED BY THE BOARD:

Shri Ritesh Gupta,
M/s Ritesh Gupta & Co., Company Secretaries, Indore (Also Secretarial Auditor)

MEMBERS:

At the time of opening of meeting, total 48 Members were attending through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

CHAIRMAN:

Since the CMD is travelling at this time he is unable to attend this meeting, the Members appointed Shri Utsav Khaitan as Chairman to conduct the meeting.

PROCEEDINGS:

CS Kamlesh Joshi, Company Secretary & Senior General Manager of the Company welcomed all Members, Directors and Auditors to the 40th Annual General Meeting (AGM) of the members of Khaitan Chemicals and Fertilizers Limited held on Thursday, the 23rd day of June, 2022 at 1:00 pm Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

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It was informed that the meeting was held through VC / OAVM without the physical presence of the members at a common venue in accordance with the Circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India. All the Directors, KMP and Auditors of the Company attended the meeting through Video Conferencing.

Shri Utsav Khaitan, Chairman & Joint Managing Director, confirmed that the quorum was present and declared the meeting in order and open for business. Then he requested other Directors, Key Managerial Personnel and Auditors of the Company to introduce themselves. Thereafter all the Directors, Key Managerial Personnel and Auditors introduce themselves one by one

Thereafter, CS Kamlesh Joshi, Company Secretary & Senior General Manager informed the Members about the relevant points for participation in the meeting and the manner of inspection of the statutory registers electronically as required under the Companies Act, 2013.

He further informed to the Members that the Company has provided to its Members the facility to cast their vote electronically on all the resolutions set forth in the Notice of AGM. Members who did not cast their vote through remote e-voting could cast their vote during the course of the meeting through the e-voting facility provided on NSDL e-voting website, while at the same time attended the meeting.

He further informed that M/s. Ritesh Gupta & Co., Practicing Company Secretaries, Indore were appointed as Scrutinizer to scrutinize the votes cast through remote e-voting and e-voting during the meeting.

With the permission of the Chairman and members, the Notice convening the Meeting, having been Circulated to all the Members, was taken as read.

The following resolutions are proposed to be passed at this meeting.

1. Adoption of Audited Financial Statements, Reports of Board of Directors and Auditors for the year 2021-22.
2. 15% Dividend (Re. 0.15 per share) on Equity Shares for the Financial Year 2021-2022.
3. Appointment of Director in place of Shri Utsav Khaitan (DIN: 03021454), who retires by rotation and being eligible offers himself for re-appointment.
4. Re-appointment of Statutory Auditors and fix their remuneration.

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Special Business:

5. Ratify the Remuneration of Cost Auditors for the financial year ending March 31, 2023.
6. Re-appointment of Shri Shailesh Khaitan (DIN: 00041247), as Managing Director of the Company.
7. Re-appointment of Shri Jagdish Lal Jajoo (DIN: 02758763), as Whole Time Director of the Company.

Thereafter, Shri Utsav Khaitan, Chairman & Joint Managing Director, delivered his statement on the affairs of the Company and then requested to Company Secretary to take questions/queries received from Shareholders.

CS Kamlesh Joshi, Company Secretary has placed the queries one by one with Chairman and then Shri Utsav Khaitan, Chairman of the Company responded to all the questions/queries raised by the members during the meeting.

CONCLUSION:

CS Kamlesh Joshi, Company Secretary & Senior General Manager, thanked all the Shareholders, Chairman & Managing Director, Board members, President and CFO, Statutory Auditors, Secretarial Auditors, NSDL Team and Staff members of the Company.

The voting Results of the AGM will be declared within 2 working days from the conclusion of this AGM, along with the Scrutinizer's Report, which shall be placed on the Company's website at www.kcfl.co.in and also available on NSDL, BSE Ltd. (BSE) and National Stock Exchange of India Limited (NSE) website.