



March 28, 2024

To, The Manager (DCS/Compliance) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI- 400 001 BSE Scrip Code : 507794	To, The Manager (Listing/Compliance) National Stock Exchange of India Limited, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), MUMBAI- 400 001 NSE Symbol : KHAICHEM
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Sub: Disclosure under Regulation 30 of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 - Outcome of Circular Resolution passed by Board of Directors of the Company on March 28, 2024.

Dear Sir/Ma'am,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part A of Schedule III of said Regulations, this is to inform you that the Board of Directors through Circular Resolution on Thursday, March 28, 2024, and based on the recommendations of Nomination and Remuneration Committee considered and approved/taken note of the following:

- Appointment of Mr. Inder Jit Singh (DIN: 10558389) as an Independent Director of the Company for a term of five (5) years with effect from April 1, 2024 till March 31, 2029, subject to approval of the Shareholders of the Company. Furthermore, the appointment of Mr. Inder Jit Singh requires the approval of the Members of the Company through a Special Resolution. Additionally, despite Mr. Singh's age of 78 years, his expertise and knowledge make him a valuable candidate. Therefore, it is recommended to appoint him as an Additional Director in the category of Independent Non-Executive Director, to be ratified at the ensuing General Meeting of the Company.
- Appointment of Mr. Deepak Kumar Khemka (DIN: 01673395) as an Independent Director of the Company for a term of five (5) years with effect from April 1, 2024 till March 31, 2029, subject to approval of the Shareholders of the Company.

We hereby confirm that Mr. Inder Jit Singh and Mr. Deepak Kumar Khemka satisfies the criteria of Independence prescribed under the Companies Act, 2013 and SEBI Listing Regulations and that they are not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority.

- Cessation of Mr. Balmukund Dakhera (DIN: 05105269) as an Independent Director of the Company upon completion of his term of consecutive five (5) years with effect from close of Business hours on March 31, 2024.



- Cessation of Mr. Vijay Gupta (DIN: 03511193) as an Independent Director of the Company upon completion of his term of consecutive five (5) years with effect from close of Business hours on March 31, 2024.
- Resignation of Mr. Ajay Salitra from the post of Company Secretary & Compliance Officer of the Company w.e.f. March 28, 2024, due to personal reasons. The Board has accepted his resignation and has relieved him from the responsibilities.
- Reconstitution of the Board and following Committees, effective from the April 1, 2024.

A. The Board of Directors

S. No.	Name of the Directors	Position
1	Mr. Shailesh Khaitan	Chairman & Managing Director
2	Mr. Utsav Khaitan	Joint Managing Director
3	Mr. Jagdish Lal Jajoo	Whole Time Director
4	Ms. Veena Chadha	Independent Women Director
5	Mr. Deepak Kumar Khemka	Independent Director
6	Mr. Inder Jit Singh	Independent Director

B. The Audit Committee

S. No.	Name of the Members	Position	Category
1	Mr. Deepak Kumar Khemka	Chairman	Non-Executive Independent Director
2	Mr. Inder Jit Singh	Member	Non-Executive Independent Director
3	Ms. Veena Chadha	Member	Non-Executive Independent Director

C. The Nomination and Remuneration Committee

S. No.	Name of the Members	Position	Category
1	Mr. Deepak Kumar Khemka	Chairman	Non-Executive Independent Director
2	Mr. Inder Jit Singh	Member	Non-Executive Independent Director
3	Ms. Veena Chadha	Member	Non-Executive Independent Director

D. The Stakeholders Relationship Committee

S. No.	Name of the Members	Position	Category
1	Mr. Inder Jit Singh	Chairman	Non-Executive Independent Director
2	Mr. Deepak Kumar Khemka	Member	Non-Executive Independent Director
3	Ms. Veena Chadha	Member	Non-Executive Independent Director



E. The Corporate Social Responsibility (CSR) Committee

S. No.	Name of the Members	Position	Category
1	Mr. Jagdish Lal Jajoo	Chairman	Executive Director
2	Mr. Utsav Khaitan	Member	Executive Director
3	Mr. Inder Jit Singh	Member	Non-Executive Independent Director
4	Mr. Deepak Kumar Khemka	Member	Non-Executive Independent Director
5	Ms. Veena Chadha	Member	Non-Executive Independent Director

F. The Risk Management Committee

S. No.	Name of the Members	Position	Category
1	Mr. Utsav Khaitan	Chairman	Executive Director
2	Ms. Veena Chadha	Member	Non-Executive Independent Director
3	Mr. Deepak Kumar Khemka	Member	Non-Executive Independent Director

The details as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed herewith as (Annexure I, II & III).

We request you to kindly take the above information on Record.

Thanking You,

Yours faithfully,

for **KHAITAN CHEMICALS AND FERTILIZERS LIMITED**

Harsh Vardhan Agnihotri
(President & Chief Financial Officer)



Annexure I

Details required under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 read along with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Appointment of Independent Directors:

S. No.	Details of events that need to be provided	Details of Change	
		Mr. Inder Jit Singh	Mr. Deepak Kumar Khemka
1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointed as the Independent Director of the Company.	Appointed as the Independent Director of the Company.
2.	Date of appointment/ cessation	April 1, 2024	April 1, 2024
3.	Brief profile (in case of appointment)	With over four decades of experience in the architecture field, he has held key roles in leading organizations such as Duncan Group, JP Hotels, Hindalco, and ITC Group. His expertise encompasses creative design, landscape architecture, project coordination, analytical skills, and interior design. He is known for setting and achieving ambitious goals, leading teams effectively, and fostering strong relationships. Throughout his career, he had spearheaded prestigious projects including hotels, schools, housing complexes, and commercial structures, earning recognition for contributions to the industry.	Mr. Deepak Kumar Khemka completed his Senior Cambridge from Scindia School, Gwalior, and then graduated from St. Xaviers College, Kolkata in B. Com (Honours). He has vast business experience of over 35 years in the fields of Metal Powders, Plastics processing and Writing Instruments. He is the Hony. Consul General of The Republic of Philippines for Eastern India. As a member of Rotary International, and United Nation organisations he is actively associated with various social upliftment projects.



Khaitan CHEMICALS AND FERTILIZERS LIMITED

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4.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable	Not Applicable
5.	Person shall not be debarred from holding the office of Director pursuant to any SEBI order	Not Applicable	Not Applicable



Annexure II

Details required under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 read along with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Cessation of Independent Directors:

S. No.	Details of events that need to be provided	Details of Change	
		Mr. Balmukund Dakhera	Mr. Vijay Gupta
1.	Reason for change viz. appointment, resignation, removal, death or otherwise; Cessation	Completion of tenure as an Independent Director.	Completion of tenure as an Independent Director.
2.	Date of appointment /cessation	March 31, 2024	March 31, 2024
3.	Brief profile (in case of appointment)	Not Applicable	Not Applicable
4.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable	Not Applicable
5.	Person shall not be debarred from holding the office of Director pursuant to any SEBI order	Not Applicable	Not Applicable



Annexure III

Details required under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 read along with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Resignation of Company Secretary & Compliance Officer of the Company

S. No.	Details of events that need to be provided	Details of Change
		Mr. Ajay Salitra
1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Resignation due to personal reasons and pre-occupations
2.	Date of appointment /cessation	March 28, 2024
3.	Brief profile (in case of appointment)	Not Applicable
4.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable
5.	Person shall not be debarred from holding the office of Director pursuant to any SEBI order	Not Applicable