

Corporate Governance Report)	
General information about company	
NSIC code	500085
NSE Symbol	CHAMBLFERT
MSEI Symbol	NOTLISTED
ISIN	INE085A01013
Name of the entity	Chambal Fertilisers and Chemicals Limited
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I to be submitted by listed entity on quarterly basis																				
I. Composition of Board of Directors																				
Disclosure of notes on composition of board of directors explanatory																				
Whether the listed entity has a Regular Chairperson																				
Whether Chairperson is related to MD or CEO																				
Sr	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? (Refer Reg. 17(A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17(A) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17(A) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (Commence) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr.	Soni Kumar Pokhar		0000854	Non-Executive - Non Independent Director	Chairperson related to Promoter		15-09-1945	NA		13-02-1995	18-09-2018			5	0	0	0		
2	Mr.	Shyam Sunder Bhatia		00010484	Non-Executive - Non Independent Director	Not Applicable		09-11-1952	NA		13-02-1995	28-09-2019			3	0	2	0		
3	Mr.	Anil Kapoor		00032299	Executive Director	Not Applicable	MD	16-09-1953	NA		16-02-2007	16-02-2020			1	0	1	0		
4	Mr.	Chandra Shekhar Nopany		00014587	Non-Executive - Non Independent Director	Not Applicable		09-10-1955	NA		16-09-2008	15-09-2017			7	0	2	2		

I. Composition of Board of Directors																				
Disclosure of notes on composition of board of directors explanatory																				
Whether the listed entity has a Regular Chairperson																				
Sr	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? (Refer Reg. 17(A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17(A) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17(A) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (Commence) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr.	Radha Singh		02227854	Non-Executive - Independent Director	Not Applicable		24-11-1946	NA		18-09-2014	15-09-2017			66	1	1	3	1	
6	Mr.	Marco Phillipus Ardeslar Wadia		00244357	Non-Executive - Independent Director	Not Applicable		30-01-1956	NA		18-09-2014	15-09-2017			66	6	6	10	5	
7	Mr.	Nimesh Nagindas Karpanti		00009071	Non-Executive - Independent Director	Not Applicable		30-09-1946	NA		15-09-2017				30	2	1	3	1	
8	Mr.	Vivek Mehra		00101328	Non-Executive - Independent Director	Not Applicable		21-04-1952	NA		18-09-2018				18	5	5	6	2	

I. Composition of Board of Directors																				
Disclosure of notes on composition of board of directors explanatory																				
Whether the listed entity has a Regular Chairperson																				
Sr	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? (Refer Reg. 17(A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17(A) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17(A) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (Commence) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr.	Rajesh Jaiswal		02809065	Non-Executive - Independent Director	Not Applicable		10-10-1958	NA		01-12-2019				4	3	3	4	0	
10	Mr.	Gaurav Mathur		07610237	Executive Director	Not Applicable		24-11-1966	NA		06-01-2020				1	0	0	0		

Text Block	
Textual Information(1)	Notes: 1. Number of chairpersons in Audit Committee / Stakeholders Relationship Committee includes chairpersons of these committees in all public limited companies whether listed or not. 2. Initial date of appointment of Ms. Radha Singh and Mr. Marco Phillipus Ardeslar Wadia is in accordance with the provisions of Companies Act, 2013. 3. Tenure (months) has been rounded off.

Audit Committee Details						
Whether the Audit Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00244357	Marco Phillipus Ardeslar Wadia	Non-Executive - Independent Director	Chairperson	11-04-2000	
2	00009071	Nimesh Nagindas Karpanti	Non-Executive - Independent Director	Member	24-10-2017	
3	00101328	Vivek Mehra	Non-Executive - Independent Director	Member	29-10-2018	
4	02227854	Radha Singh	Non-Executive - Independent Director	Member	16-09-2011	

Nomination and remuneration committee						
Whether the Nomination and remuneration committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	02227854	Radha Singh	Non-Executive - Independent Director	Chairperson	08-08-2014	
2	00014587	Chandra Shekhar Nopany	Non-Executive - Non Independent Director	Member	23-01-2010	
3	00244357	Marco Phillipus Ardeslar Wadia	Non-Executive - Independent Director	Member	25-10-2005	

Stakeholders Relationship Committee						
Whether the Stakeholders Relationship Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	02227854	Radha Singh	Non-Executive - Independent Director	Chairperson	16-09-2011	
2	00244357	Marco Phillipus Ardeslar Wadia	Non-Executive - Independent Director	Member	08-08-2014	
3	00032299	Anil Kapoor	Executive Director	Member	16-02-2007	

Risk Management Committee						
Whether the Risk Management Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00010484	Shyam Sunder Bhatia	Non-Executive - Non Independent Director	Chairperson	01-04-2015	
2	00032299	Anil Kapoor	Executive Director	Member	01-04-2015	
3	00101328	Vivek Mehra	Non-Executive - Independent Director	Member	29-10-2018	

Corporate Social Responsibility Committee						
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation

Other Committee					
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors

Annexure I							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present	No. of Independent Directors attending the meeting*
1	08-11-2019				Yes	8	4
2	16-12-2019		37		Yes	8	5
3		01-02-2020	46		Yes	9	4
4		04-03-2020	31		Yes	8	3

Annexure I								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	07-11-2019				Yes	3	3
2	Audit Committee	16-12-2019	38			Yes	4	3
3	Audit Committee	01-02-2020	46			Yes	3	4
4	Stakeholders Relationship Committee	07-11-2019				Yes	3	2
5	Stakeholders Relationship Committee	01-02-2020	85			Yes	3	2
6	Stakeholders Relationship Committee	25-02-2020	23			Yes	2	1

Annexure I							
V. Related Party Transactions							
Sr	Subject	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.	Web address			
1	Whether prior approval of audit committee obtained	Yes		www.chambalfertilisers.com			
2	Whether shareholder approval obtained for material RPT	NA					
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes		www.chambalfertilisers.com			

Annexure I			
VI. Affirmations			
Sr	Subject	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes	
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: a. Audit Committee	Yes	
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: b. Nomination & remuneration committee	Yes	
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: c. Stakeholders relationship committee	Yes	
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: d. Risk management committee (applicable to the top 500 listed entities)	Yes	
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes	
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes	
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes	
9	Any comments/observations/advice of Board of Directors may be mentioned here:		Textual Information(1)

Annexure I			
Sr	Subject	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
1	Name of signatory	Rajveer Singh	
2	Designation	Company Secretary and Compliance Officer	

Text Block	
Textual Information(1)	None.

Annexure II				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.chambalfertilisers.com
2	Terms and conditions of appointment of independent directors	Yes		www.chambalfertilisers.com
3	Composition of various committees of board of directors	Yes		www.chambalfertilisers.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.chambalfertilisers.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.chambalfertilisers.com
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		www.chambalfertilisers.com
8	Policy for determining financial liabilities	Yes		www.chambalfertilisers.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.chambalfertilisers.com

Annexure II				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.chambalfertilisers.com
11	email address for grievance redressal and other relevant details	Yes		www.chambalfertilisers.com
12	Financial results	Yes		www.chambalfertilisers.com
13	Shareholding pattern	Yes		www.chambalfertilisers.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.chambalfertilisers.com
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.chambalfertilisers.com
18	Credit rating or revision in credit rating obtained	Yes		www.chambalfertilisers.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.chambalfertilisers.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.chambalfertilisers.com
21	Materiality Policy as per Regulation 30	Yes		www.chambalfertilisers.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.chambalfertilisers.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.chambalfertilisers.com

Text Block	
Textual Information(1)	Criteria of making payments to non-executive directors is disclosed in the Annual Report.

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of independence laid or applicable	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meetings	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of conduct	17(5)	Yes	
8	Fees/Compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
11	Risk Assessment and Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party transactions	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.

(NSE Corporate Governance Report)

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity **-Chambal Fertilizers & Chemicals Limited**
 2. Quarter ending **- 31-Mar-2020**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships/Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairperson/Audit/Stakeholder Committee/Independent Directorship in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Saroj Kumar Poddar	00008654	C, NED		13-Feb-1995	18-Sep-2018			15-Sep-1945	N/A		5	0	0	0		
Mr.	Shyam Sunder Bhartia	00010484	NED		13-Feb-1995	28-Sep-2019			09-Nov-1952	N/A		3	0	2	0	RMC	
Mr.	Anil Kapoor	00032299	ED	MD	16-Feb-200	16-Feb-			16-Aug-	N/A		1	0	1	0	SC, RMC	

					7	20			19								
									53								
Mr.	Chandra Shekhar Nopany	00014587	NED		16-Sep-2008	15-Sep-2017			19-Sep-1965	NA		7	0	2	2		NRC
Ms.	Radha Singh	02227854	ID		18-Sep-2014	15-Sep-2017		66	24-Nov-1946	NA		1	1	3	1		AC,SC,RC
Mr.	Marco Philipus Ardeshir Wadia	00244357	ID		18-Sep-2014	15-Sep-2017		66	30-Jan-1956	NA		6	6	10	5		AC,SC,RC
Mr.	Nimesh Nagindas Kampani	00009071	ID		15-Sep-2017	15-Sep-2017		30	30-Sep-1946	NA		2	1	3	1		AC
Mr.	Vivek Mehra	00101328	ID		18-Sep-2018	18-Sep-2018		18	21-Apr-1955	NA		5	5	6	2		AC,RC
Mr.	Pradeep Jyoti Banerjee	02985965	ID		01-Dec-2019	01-Dec-2019		4	19-Oct-1958	NA		3	3	4	0		
Mr.	Gaurav Mathur	07610237	ED		06-Jan-2020	06-Jan-2020			24-Nov-1968	NA		1	0	0	0		

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Marco Philippos Ardeshir Wadia	ID	Chairperson	11-Apr-2000	
2	Nimesh Nagindas Kampani	ID	Member	24-Oct-2017	
3	Vivek Mehra	ID	Member	29-Oct-2018	
4	Radha Singh	ID	Member	16-Sep-2011	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Radha Singh	ID	Chairperson	16-Sep-2011	
2	Marco Philippos Ardeshir Wadia	ID	Member	08-Aug-2014	
3	Anil Kapoor	ED	Member	16-Feb-2007	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Shyam Sunder Bhartia	NED	Chairperson	01-Apr-2015	
2	Anil Kapoor	ED	Member	01-Apr-2015	
3	Vivek Mehra	ID	Member	29-Oct-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Radha Singh	ID	Chairperson	08-Aug-2014	
2	Chandra Shekhar Nopany	NED	Member	23-Jan-2010	

Company Remarks	Notes: 1. Number of chairpersonships in Audit Committee / Stakeholders Relationship Committee includes chairpersonships of these committees in all public limited companies whether listed or not. 2. Initial date of appointment of Ms. Radha Singh and Mr. Marco Philippos Ardeshir Wadia is in accordance with the provisions of Companies Act, 2013. 3. Tenure (months) has been rounded off.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

3	Marco Philippus Ardeshir Wadia	ID	Member	25-Oct-2005	
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Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. **Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
08-Nov-2019	01-Feb-2020	Yes	9	4
16-Dec-2019	04-Mar-2020	Yes	8	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	46

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	07-Nov-2019		Yes	3	3
Audit Committee	16-Dec-2019		Yes	4	4
Audit Committee		01-Feb-2020	Yes	3	3
Stakeholders Relationship Committee	07-Nov-2019		Yes	3	2
Stakeholders Relationship Committee		01-Feb-2020	Yes	3	2
Stakeholders Relationship Committee		25-Feb-2020	Yes	2	1
Nomination & Remuneration Committee	08-Nov-2019		Yes	3	2
Risk Management Committee	07-Nov-2019		Yes	2	1

Company Remarks	The meeting of Audit Committee held on 07.11.2019 was adjourned to and concluded on 08.11.2019.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	46

v. **Related Party Transactions**

Subject	Compliance status(Y/N)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. a. This report and/or the reports submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

None

Name : **RAJVEER SINGH**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.chambalfertilisers.com
Terms and conditions of appointment of independent directors	Yes		www.chambalfertilisers.com
Composition of various committees of board of directors	Yes		www.chambalfertilisers.com
Code of conduct of board of directors and senior management personnel	Yes		www.chambalfertilisers.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.chambalfertilisers.com
Criteria of making payments to non-executive directors	Not Applicable		
Policy on dealing with related party transactions	Yes		www.chambalfertilisers.com
Policy for determining 'material' subsidiaries	Yes		www.chambalfertilisers.com
Details of familiarization programs imparted to independent directors	Yes		www.chambalfertilisers.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		www.chambalfertilisers.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		www.chambalfertilisers.com
Financial results	Yes		www.chambalfertilisers.com
Shareholding pattern	Yes		www.chambalfertilisers.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.chambalfertilisers.com
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.chambalfertilisers.com
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		www.chambalfertilisers.com
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.chambalfertilisers.com
As per other regulations of the LODR:			

Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.chambalfertilisers.com
Materiality Policy as per Regulation 30	Yes		www.chambalfertilisers.com
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.chambalfertilisers.com
It is certified that these contents on the website of the listed entity are correct.	Yes		www.chambalfertilisers.com
II Annual Affirmations			
Particulars	Regulation Number	Compliances status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and Board composition</i>	16(1)(b) & 25(6)	Yes	
<i>Meeting of Board of directors</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Quorum of Board meeting</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(2A)	Yes	
<i>Plans for orderly succession for appointments</i>	17(3)	Yes	
<i>Code of Conduct</i>	17(4)	Yes	
<i>Fees/compensation</i>	17(5)	Yes	
<i>Minimum Information</i>	17(6)	Yes	
<i>Compliance Certificate</i>	17(7)	Yes	
<i>Risk Assessment & Management</i>	17(8)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(9)	Yes	
<i>Recommendation of Board</i>	17(10)	Yes	
<i>Maximum number of directorship</i>	17(11)	Yes	
<i>Composition of Audit Committee</i>	17A	Yes	
<i>Meeting of Audit Committee</i>	18(1)	Yes	
<i>Composition of nomination & remuneration committee</i>	18(2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(1) & (2)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(2A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	19(3A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Composition and role of risk management committee</i>	20(3A)	Yes	
<i>Meeting of Risk Management Committee</i>	21(1), (2), (3), (4)	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	22	Yes	
<i>Prior or Omnibus approval of Audit Committee for all</i>	23(1), (1A), (5), (6)	Yes	
<i>Approval for material related party transactions</i>	23(2), (3)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(4)	Not Applicable	
	23(9)	Yes	

<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2), (3), (4), (5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligation of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name : **Rajveer Singh**
Designation : **Company Secretary & Compliance Officer**