

(BSE Corporate Governance Report) General information about company	
Scrp code	500085
NSE Symbol	CHAMBLFERT
MSEI Symbol	NOT LISTED
ISIN	INE085A01013
Name of the entity	Chambal Fertilisers and Chemicals Limited
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Quarterly
Date of Report	30-06-2020
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I																				
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											Textual Information(1)									
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(1A) 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 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) 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	Saroj Kumar Poddar		00008654	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 Bharia		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	16-08-1953	NA		16-02-2007	16-02-2020			1	0	1	0		
4	Mr	Chandra Shekhar Nopany		00014587	Non-Executive - Non Independent Director	Not Applicable		19-09-1965	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(1A) 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 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) 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	Ms	Radha Singh		02227854	Non-Executive - Independent Director	Not Applicable		24-11-1946	NA		18-09-2014	15-09-2017			69	1	1	3	1	
6	Mr	Marco Philippus Ardeshir Wadia		00244357	Non-Executive - Independent Director	Not Applicable		30-01-1956	NA		18-09-2014	15-09-2017			69	6	6	10	5	
7	Mr	Nimesh Nagindas Kampani		00009071	Non-Executive - Independent Director	Not Applicable		30-09-1946	NA		15-09-2017				33	2	1	3	1	
8	Mr	Vivek Mehra		00101328	Non-Executive - Independent Director	Not Applicable		21-04-1955	NA		18-09-2018				21	6	6	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(1A) 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 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) 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	Pradeep Jyoti Banerjee		02985965	Non-Executive - Independent Director	Not Applicable		19-10-1958	NA		01-12-2019				7	3	3	4	0	
10	Mr	Gaurav Mathur		07610237	Executive Director	Not Applicable		24-11-1968	NA		06-01-2020				1	0	0	0		

Text Block	
Textual Information(1)	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 Philippus Ardeshir Wadia is in accordance with the provisions of Companies Act, 2013.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00244357	Marco Philippus Ardeshir Wadia	Non-Executive - Independent Director	Chairperson	11-04-2000		
2	00009071	Nimesh Nagindas Kampani	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						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
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 Philippus Ardeshir Wadia	Non-Executive - Independent Director	Member	25-10-2005		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02227854	Radha Singh	Non-Executive - Independent Director	Chairperson	16-09-2011		
2	00244357	Marco Philippus Ardeshir 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						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00010484	Shyam Sunder Bharia	Non-Executive - Non Independent Director	Chairperson	01-04-2015	23-05-2020	
2	00101328	Vivek Mehra	Non-Executive - Independent Director	Chairperson	29-10-2018		Textual Information(1)
3	02985965	Pradeep Jyoti Banerjee	Non-Executive - Independent Director	Member	23-05-2020		
4	00032299	Anil Kapoor	Executive Director	Member	01-04-2015		
5	07610237	Gaurav Mathur	Executive Director	Member	23-05-2020		

Sr Text Block	
Textual Information(1)	Date of Appointment of Mr. Vivek Mehra as Chairperson of Risk Management Committee - 23.05.2020

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

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

Annexure 1							
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	01-02-2020				Yes	9	4
2	04-03-2020		31		Yes	8	3
3		23-05-2020	79		Yes	10	5

Annexure 1								
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	01-02-2020				Yes	3	3
2	Audit Committee	23-05-2020	111			Yes	4	4
3	Stakeholders Relationship Committee	01-02-2020				Yes	3	2
4	Stakeholders Relationship Committee	25-02-2020	23			Yes	2	1
5	Stakeholders Relationship Committee	23-05-2020	87			Yes	3	2
6	Nomination and remuneration committee	23-05-2020				Yes	3	2

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is No, details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
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	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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 1		
Sr	Subject	Compliance status
1	Name of signatory	Rajveer Singh
2	Designation	Company Secretary and Compliance Officer

Text Block	
Textual Information(1)	None.

Signatory Details	
Name of signatory	Rajveer Singh
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	15-07-2020

(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 - **30-Jun-2020**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chair person /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 in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Members hip in Committees of the Company
Mr.	Saroj Kumar Poddar	00008654	C, NED		13-Feb-1995	18-Sep-2018			15-Sep-1945	NA		5	0	0	0	
Mr.	Shyam Sunder Bhartia	00010484	NED		13-Feb-1995	28-Sep-2019			09-Nov-1952	NA		3	0	2	0	RMC
Mr.	Anil Kapoor	00032299	ED	MD	16-Feb-2007	16-Feb-2020			16-Aug-1953	NA		1	0	1	0	SC,RC
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		69	24-Nov-1946	NA		1	1	3	1	AC,SC, NRC
Mr.	Marco Philippus Ardeshir Wadia	00244357	ID		18-Sep-2014	15-Sep-2017		69	30-Jan-1956	NA		6	6	10	5	AC,SC, NRC
Mr.	Nimesh Nagindas Kampani	00009071	ID		15-Sep-2017	15-Sep-2017		33	30-Sep-1946	NA		2	1	3	1	AC
Mr.	Vivek Mehra	00101328	ID		18-Sep-2018	18-Sep-2018		21	21-Apr-1955	NA		6	6	6	2	AC,RC
Mr.	Pradeep Jyoti Banerjee	02985965	ID		01-Dec-2019	01-Dec-2019		7	19-Oct-1958	NA		3	3	4	0	RMC
Mr.	Gaurav Mathur	07610237	ED		06-Jan-2020	06-Jan-2020			24-Nov-1968	NA		1	0	0	0	RMC

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 Philippus Ardeshir Wadia is in accordance with the provisions of Companies Act, 2013.

Whether Regular chairperson appointed

Yes

Whether Chairperson is related to MD or CEO

No

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Marco Philippus 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

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Radha Singh	ID	Chairperson	16-Sep-2011	
2	Marco Philippus 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

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Shyam Sunder Bhartia	NED	Chairperson	01-Apr-2015	23-May-2020
2	Vivek Mehra	ID	Chairperson	29-Oct-2018	
3	Pradeep Jyoti Banerjee	ID	Member	23-May-2020	
4	Anil Kapoor	ED	Member	01-Apr-2015	
5	Gaurav Mathur	ED	Member	23-May-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Radha Singh	ID	Chairperson	08-Aug-2014	
2	Chandra Shekhar Nopany	NED	Member	23-Jan-2010	
3	Marco Philippus Ardeshir Wadia	ID	Member	25-Oct-2005	

Company Remarks	
Whether Permanent	Yes

chairperson appointed	
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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
01-Feb-2020	23-May-2020	Yes	10	5
04-Mar-2020		Yes	8	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	79

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	01-Feb-2020		Yes	3	3
Audit Committee		23-May-2020	Yes	4	4
Stakeholders Relationship Committee	01-Feb-2020		Yes	3	2
Stakeholders Relationship Committee	25-Feb-2020		Yes	2	1
Stakeholders Relationship Committee		23-May-2020	Yes	3	2
Nomination & Remuneration Committee		23-May-2020	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	111

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
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 report 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**