

(BSE Corporate Governance Report) General information about company	
Scrp code	500085
NSE Symbol	CHAMBLFERT
MSEI Symbol	NOTLISTED
ISIN	INE051A01013
Name of the entity	Chambal Fertilisers and Chemicals Limited
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Quarterly
Date of Report	30-06-2021
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 (Dr / Mr / Ms)	Name of the Director	RAN	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	Terms of Directorship (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(A) 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	Sant Kumar Poddar		00000854	Non-Executive - Non-Independent Director	Chairperson related to Promoter		15-09-1945	Yes	10-09-2020	11-02-1995	18-09-2018		5	0	0	0			
2	Mr	Shyam Shankar Sharma		00010484	Non-Executive - Non-Independent Director	Not Applicable		09-11-1952	NA		13-03-1995	28-09-2019		4	0	2	0			
3	Mr	Anil Kapoor		00032299	Executive Director	Not Applicable	MD	16-08-1953	NA	16-02-2007	16-02-2020	16-04-2021		1	0	1	0			
4	Mr	Chandra Shekhar Nopany		00014387	Non-Executive - Non-Independent Director	Not Applicable		18-09-1985	NA	16-09-2008	10-09-2020			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 (Dr / Mr / Ms)	Name of the Director	RAN	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	Terms of Directorship (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(A) 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	Mr	Radha Singh		02227834	Non-Executive - Independent Director	Not Applicable		24-11-1946	NA		18-09-2014	15-09-2017		81	1	1	2	1		
6	Mr	Marco Philippus Ardeshr Wadia		00244357	Non-Executive - Independent Director	Not Applicable		30-03-1956	NA		18-09-2014	15-09-2017		81	6	4	10	5		
7	Mr	Vivek Mehra		00101328	Non-Executive - Independent Director	Not Applicable		21-04-1955	NA		18-09-2018			33	7	7	7	3		
8	Mr	Pradep Jyoti Banerjee		02985965	Non-Executive - Independent Director	Not Applicable		19-10-1959	NA		01-12-2019			19	4	4	5	1		

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 (Dr / Mr / Ms)	Name of the Director	RAN	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	Terms of Directorship (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(A) 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	Gaurav Mathur		07610237	Executive Director	Not Applicable	MD	24-11-1994	NA		04-01-2020				1	0	1	0		
10	Mr	Rita Menon		00064719	Non-Executive - Independent Director	Not Applicable		25-12-1951	NA		10-09-2020			10	2	2	5	0		

Text Block	
Textual Information(1)	<p>Notes:</p> <ol style="list-style-type: none"> <li>Initial date of appointment of Mr. Radha Singh and Mr. Marco Philippus Ardeshr Wadia is in accordance with the provision of Companies Act, 2013.</li> <li>Mr. Anil Kapoor ceased to be the Managing Director and Director of the Company with effect from April 16, 2021.</li> <li>Mr. Gaurav Mathur was appointed as Managing Director of the Company with effect from April 16, 2021.</li> </ol>

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 Philippus Ardeshr Wadia	Non-Executive - Independent Director	Chairperson	11-04-2000	
2	00101328	Vivek Mehra	Non-Executive - Independent Director	Member	29-10-2018	
3	02227834	Radha Singh	Non-Executive - Independent Director	Member	16-09-2011	
4	00064714	Rita Menon	Non-Executive - Independent Director	Member	11-05-2021	

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	02227834	Radha Singh	Non-Executive - Independent Director	Chairperson	08-08-2014	
2	00014387	Chandra Shekhar Nopany	Non-Executive - Non-Independent Director	Member	23-01-2010	
3	00244357	Marco Philippus Ardeshr 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	02227834	Radha Singh	Non-Executive - Independent Director	Chairperson	16-09-2011	
2	00244357	Marco Philippus Ardeshr Wadia	Non-Executive - Independent Director	Member	08-08-2014	
3	00032299	Anil Kapoor	Executive Director	Member	16-02-2007	16-04-2021
4	07610237	Gaurav Mathur	Executive Director	Member	16-04-2021	

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	00101328	Vivek Mehra	Non-Executive - Independent Director	Chairperson	29-10-2018	
2	02985965	Pradep Jyoti Banerjee	Non-Executive - Independent Director	Member	23-05-2020	
3	00032299	Anil Kapoor	Executive Director	Member	01-04-2015	16-04-2021
4	07610237	Gaurav Mathur	Executive Director	Member	23-05-2020	

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	Remarks

Annexure I							
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	04-02-2021				Yes	10	5
2		16-04-2021	70		Yes	9	5
3		10-05-2021	23		Yes	9	5

Annexure I								
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	04-02-2021				Yes	3	3
2	Audit Committee	10-05-2021	94			Yes	3	3
3	Stakeholders Relationship Committee	04-02-2021				Yes	3	2
4	Stakeholders Relationship Committee	08-05-2021				Yes	3	2
5	Nomination and remuneration committee	04-02-2021				Yes	3	2
6	Nomination and remuneration committee	16-04-2021				Yes	3	2

Annexure I								
Annexure I								
IV. Meeting of Committees								
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*
7	Nomination and remuneration committee	08-05-2021				Yes	3	2
8	Risk Management Committee	03-02-2021				Yes	4	2

Annexure I			
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.
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 I		
Annexure I		
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 I		
Annexure I		
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	20-07-2021



**NSE Corporate Governance Report**

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Chambal Fertilisers and Chemicals Limited**  
 2. Quarter ending - **30-Jun-2021**

**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 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	Membership in Committees of the Company
Mr.	Saroj Kumar Poddar	00008654	C, NED		13-Feb-1995	18-Sep-2018			15-Sep-1945	Yes	10-Sep-2020	5	0	0	0	
Mr.	Shyam Sunder Bhartia	00010484	NED		13-Feb-1995	28-Sep-2019			09-Nov-1952	NA		4	0	2	0	
Mr.	Anil Kapoor	00032299	ED	MD	16-Feb-2007	16-Feb-2020	16-Apr-2021		16-Aug-1953	NA		1	0	1	0	SC, RC
Mr.	Chandra Shekhar Nopany	00014587	NED		16-Sep-2008	10-Sep-2020			19-Sep-1965	NA		7	0	2	2	NRC
Ms.	Radha Singh	02227854	ID		18-Sep-2014	15-Sep-2017		81	24-Nov-1946	NA		1	1	2	1	AC, SC, NRC
Mr.	Marco Philipuss Ardeshir Wadia	00244357	ID		18-Sep-2014	15-Sep-2017		81	30-Jan-1956	NA		6	6	10	5	AC, SC, NRC
Mr.	Vivek Mehra	00101328	ID		18-Sep-2018	18-Sep-2018		33	21-Apr-1955	NA		7	7	7	3	AC, RC
Mr.	Pradeep Jyoti Banerjee	02985965	ID		01-Dec-2019	01-Dec-2019		19	19-Oct-1958	NA		4	4	5	1	RMC

Mr.	Gaurav Mathur	076 102 37	ED	M D	06- Jan- 2020	06- Jan- 2020			24- Nov- 1968	NA		1	0	1	0	SC,RC
Mrs.	Rita Menon	000 647 14	ID		10- Sep- 2020	10- Sep- 2020		10	25- Dec- 1951	NA		2	2	5	0	AC

Company Remarks	Notes: 1. Initial date of appointment of Ms. Radha Singh and Mr. Marco Philippus Ardeshir Wadia is in accordance with the provisions of Companies Act, 2013. 2. Mr. Anil Kapoor ceased to be the Managing Director and Director of the Company with effect from April 16, 2021. 3. Mr. Gaurav Mathur was appointed as Managing Director of the Company with effect from April 16, 2021.
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

## ii. Composition of Committees

### a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Marco Philippus Ardeshir Wadia	ID	Chairperson	11-Apr-2000	
2	Vivek Mehra	ID	Member	29-Oct-2018	
3	Radha Singh	ID	Member	16-Sep-2011	
4	Rita Menon	ID	Member	11-May-2021	

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 Philippus Ardeshir Wadia	ID	Member	08-Aug-2014	
3	Anil Kapoor	ED	Member	16-Feb-2007	16-Apr-2021
4	Gaurav Mathur	ED	Member	16-Apr-2021	

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	Vivek Mehra	ID	Chairperson	29-Oct-2018	

2	Pradeep Jyoti Banerjee	ID	Member	23-May-2020	
3	Anil Kapoor	ED	Member	01-Apr-2015	16-Apr-2021
4	Gaurav Mathur	ED	Member	23-May-2020	

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	
3	Marco Philippos Ardeshir Wadia	ID	Member	25-Oct-2005	

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
04-Feb-2021	16-Apr-2021	Yes	9	5
	10-May-2021	Yes	9	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	70

**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	04-Feb-2021		Yes	3	3
Audit Committee		10-May-2021	Yes	3	3
Stakeholders Relationship Committee	04-Feb-2021		Yes	3	2
Stakeholders Relationship Committee		08-May-2021	Yes	3	2
Nomination & Remuneration	04-Feb-2021		Yes	3	2

Committee					
Nomination & Remuneration Committee		16-Apr-2021	Yes	3	2
Nomination & Remuneration Committee		08-May-2021	Yes	3	2
Risk Management Committee	03-Feb-2021		Yes	4	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	94

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
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**