

(BSE Corporate Governance Report) General information about company	
Scrip 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	Half Yearly
Date of Report	30-09-2020
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											Yes									
Whether Chairperson is related to MD or CEO											No									
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 Independent Directorship 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	Yes	10-09-2020	13-02-1995	18-09-2018			5	0	0	0		
2	Mr	Shyam Sunder Bhanja		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	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 (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 Independent Directorship 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	72	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	72	6	6	10	5	
7	Mr	Nimesh Nagindas Kampani		00009071	Non-Executive - Independent Director	Not Applicable		30-09-1946	NA				15-09-2017	15-09-2020	36	2	1	3	1	
8	Mr	Vivek Mehra		00101328	Non-Executive - Independent Director	Not Applicable		21-04-1955	NA				18-09-2018		24	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 Independent Directorship 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		10	3	3	4	0	
10	Mr	Gaurav Mathur		07610237	Executive Director	Not Applicable		24-11-1968	NA				06-01-2020			1	0	0	0	
11	Mrs	Rita Menon		00064714	Non-Executive - Independent Director	Not Applicable		25-12-1951	NA				10-09-2020		1	2	2	4	0	

Text Block	
Textual Information(1)	<p>Notes:</p> <ol style="list-style-type: none"> Mr. Nimesh Nagindas Kampani had completed his term as Independent Director of the Company on September 14, 2020. Accordingly, Mr. Nimesh Nagindas Kampani ceased to be a Director of the Company with effect from September 15, 2020. The details of his directorships/ committee positions are as at the time of cessation. Number of chairpersonships in Audit Committee / Stakeholders Relationship Committee includes chairpersonships of these committees in all public limited companies whether listed or not. 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	15-09-2020	
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	00101328	Vivek Mehra	Non-Executive - Independent Director	Chairperson	29-10-2018		
2	02985965	Pradeep Jyoti Banerjee	Non-Executive - Independent Director	Member	23-05-2020		
3	00032299	Anil Kapoor	Executive Director	Member	01-04-2015		
4	07610237	Gaurav Mathur	Executive Director	Member	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 I													
III. Meeting of Board of Directors													
Disclosure of notes on meeting of board of directors explanatory											Textual Information(1)		
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	23-05-2020				Yes	10	5						
2		29-07-2020	66		Yes	10	5						
3		12-08-2020	13		Yes	10	5						

Annexure I													
IV. Meeting of Committees													
Disclosure of notes on meeting of committees explanatory											Textual Information(1)		
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	23-05-2020				Yes	4	4					
2	Audit Committee	28-07-2020	65			Yes	4	4					
3	Stakeholders Relationship Committee	23-05-2020				Yes	3	2					
4	Stakeholders Relationship Committee	28-07-2020	65			Yes	3	2					
5	Nomination and remuneration committee	23-05-2020				Yes	3	2					
6	Nomination and remuneration committee	12-08-2020	80			Yes	3	2					

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	Risk Management Committee	28-07-2020				Yes	4	2					

Annexure I							
V. Related Party Transactions							
Sr	Subject	Compliance status (Yes/No/NA)	If status is Not/Partial compliance, 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		
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		
Sr	Subject	Compliance status
1	Name of signatory	Rajveer Singh
2	Designation	Company Secretary and Compliance Officer

Text Block			
Textual Information(1)	None.		

Annexure III					
III. Affirmations					
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is Not/Partial compliance, details of non-compliance may be given here.	
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes		
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes		
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes		
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes		
5	Whether Corporate Governance Report disclosed in Annual Report	34(3) read with para C of Schedule V	Yes		
Any other information to be provided					

Annexure III		
1	Name of signatory	Rajveer Singh
2	Designation	Company Secretary and Compliance Officer

Signatory Details		
Name of signatory	Rajveer Singh	
Designation of person	Company Secretary and Compliance Officer	
Place	New Delhi	
Date	14-10-2020	

(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 - September 30, 2020

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DI N	Cat egor y (Ch airp ers on /Exe cutiv e/Non- Exec utive/ Inde pend ent/ Nomi nee)	S u b C a t e g o r y	Ini tia l D a t e of A p p o i n t m e n t	D a t e of A p p o i n t m e n t	D a t e of c e s s a t i o n	T e n u r e	D a t e of B i r t h	W h e t h e r s p e c i a l r e s o l u t i o n p a s s e d ?	D a t e of p a s s i n g s p e c i a l r e s o l u t i o n	N o. of D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	No of I n d e p e n d e n t D i r e c t o r s h i p i n l i s t e d e n t i t y	No of m e m b e r s h i p i n A u d i t/ S t a k e h o l d e r C o m m i t t e e (s) i n c l u d i n g t h i s l i s t e d e n t i t y	No of p o s t of C h a i r p e r s o n i n A u d i t/ S t a k e h o l d e r C o m m i t t e e h e l d i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	M e m b e r s h i p i n C o m m i t t e e s of the C o m p a n y	Remarks
Mr.	Saroj Kumar Poddar	00008654	C,N ED		13-Feb-	18-Sep-2018			15-Sep	Yes	10-Sep	5	0	0	0		

					1995				-1945		-2020						
Mr.	Shyam Sunder Bhartia	00010484	NED		13-Feb-1995	28-Sep-2019			09-Nov-1952	NA		30	20				
Mr.	Anil Kapoor	00032299	ED	MD	16-Feb-2007	16-Feb-2020			16-Aug-1953	NA		10	10			SC,RC	
Mr.	Chandra Shekhar Nopany	00014587	NED		16-Sep-2008	10-Sep-2020			19-Sep-1965	NA		70	22			NRC	
Ms.	Radha Singh	02227854	ID		18-Sep-2014	15-Sep-2017	72		24-Nov-1946	NA		11	31			AC,SC,NRC	
Mr.	Marco Philipus Ardeshir Wadia	00244357	ID		18-Sep-2014	15-Sep-2017	72		30-Jan-1956	NA		66	105			AC,SC,NRC	

Mr.	Nimesh Nagindas Kampani	00009071	ID		15-Sep-2017	15-Sep-2017	15-Sep-2020	36	30-Sep-1946	NA		2	1	3	1	AC	
Mr.	Vivek Mehra	00101328	ID		18-Sep-2018	18-Sep-2018		24	21-Apr-1955	NA		6	6	6	2	AC,RC	
Mr.	Pradeep Jyoti Banerjee	02985965	ID		01-Dec-2019	01-Dec-2019		10	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	
Mrs.	Rita Menon	00064714	ID		10-Sep-2020	10-Sep-2020		1	25-Dec-1951	NA		2	2	4	0		

Company Remarks

1. Mr. Nimesh N Kampani completed his term as Independent Director on 14.9.2020.He ceased to be Director w.e.f 15.9.2020.Details of his directorships & committee positions are as at time of cessation.

	2.No.of chairpersonships in Audit Committee & Stakeholders Relationship Committee includes chairpersonships thereof in all public limited companies whether listed or not. 3.Initial date of appointment of Ms. Radha Singh & Mr. Marco P.A. Wadia is in accordance with provisions of Companies Act, 2013.
Whether Permanent 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	Nimesh Nagindas Kampani	ID	Member	24-Oct-2017	15-Sep-2020
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 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

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	
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
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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 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
23-May-2020	29-Jul-2020	Yes	10	5
	12-Aug-2020	Yes	10	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	66

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	23-May-2020		Yes	4	4
Audit Committee		28-Jul-2020	Yes	4	4
Stakeholders Relationship Committee	23-May-2020		Yes	3	2
Stakeholders Relationship Committee		28-Jul-2020	Yes	3	2
Nomination & Remuneration Committee	23-May-2020		Yes	3	2
Nomination & Remuneration Committee		12-Aug-2020	Yes	3	2
Risk Management Committee		28-Jul-2020	Yes	4	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	65

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 and Compliance Officer**

ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
Copy of the annual report including balance sheet, profit	46(2)	Yes	

and loss account, directors report, corporate governance report, business responsibility report displayed on website			
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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