

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE HALF YEAR ENDED SEPTEMBER 30, 2019**

<b>Affirmations</b>		
<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>
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
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

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of Listed Entity : Chambal Fertilisers and Chemicals Limited  
 2. Quarter ending : September 30, 2019

**I. Composition of Board of Directors**

Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent / Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (Months)	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to provision 17A(1)]	No. 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)
Mr.	Saroj Kumar Poddar	DIN - 00008654	Chairperson - Non-Executive	13.02.1995	18.09.2018		-	15-09-1945	5	0	0	0
Mr.	Shyam Sunder Bhartia	DIN - 00010484	Non-Executive	13.02.1995	28.09.2019		-	09-11-1952	3	0	2	0
Mr.	Anil Kapoor	DIN - 00032299	Executive	16.02.2007	16.02.2017		-	16-08-1953	1	0	1	0
Mr.	Chandra Shekhar Nopany	DIN - 00014587	Non-Executive	16.09.2008	15.09.2017		-	19-09-1965	8	0	2	2
Ms.	Radha Singh	DIN - 02227854	Non-Executive - Independent	18.09.2014	15.09.2017		60	24-11-1946	2	2	5	1
Mr.	Marco Philippus Ardeshir Wadia	DIN - 00244357	Non-Executive - Independent	18.09.2014	15.09.2017		60	30-01-1956	6	6	10	5
Mr.	Nimesh Nagindas Kampani	DIN - 00009071	Non-Executive - Independent	15.09.2017	NA		24	30-09-1946	2	1	3	1
Mr.	Vivek Mehra	DIN - 000101328	Non-Executive - Independent	18.09.2018	NA		12	21-04-1955	5	5	6	2

**Notes:**

- 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.
- Tenure (months) has been rounded off.

Whether Regular chairperson appointed : Yes

Whether Chairperson is related to managing director or CEO : No

<b>II. Composition of Committees</b>						
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson /Executive/Non-Executive/Independent/Nominee)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>	
1. Audit Committee	Yes	Mr. Marco Philippus Ardeshir Wadia	Chairperson - Non-Executive - Independent	11.04.2000		
		Ms. Nimesh Nagindas Kampani	Non-Executive - Independent	24-10-2017		
		Mr. Vivek Mehra	Non-Executive - Independent	29-10-2018		
		Ms. Radha Singh	Non-Executive - Independent	16-09-2011		
2. Nomination & Remuneration Committee	Yes	Ms. Radha Singh	Chairperson - Non-Executive - Independent	08-08-2014		
		Mr. Chandra Shekhar Nopany	Non-Executive	23-01-2010		
		Mr. Marco Philippus Ardeshir Wadia	Non-Executive - Independent	25-10-2005		
3. Risk Management Committee	Yes	Mr. Shyam Sunder Bhartia	Chairperson - Non-Executive	01-04-2015		
		Mr. Anil Kapoor	Executive	01-04-2015		
		Mr. Vivek Mehra	Non-Executive - Independent	29-10-2018		
4. Stakeholders Relationship Committee	Yes	Ms. Radha Singh	Chairperson - Non-Executive - Independent	16.09.2011		
		Mr. Marco Philippus Ardeshir Wadia	Non-Executive - Independent	08-08-2014		
		Mr. Anil Kapoor	Executive	16-02-2007		
<b>Notes:</b>						
1.Date of Appointment of Mr. Marco Philippus Ardeshir Wadia as Chairperson of Audit Committee - 21.07.2009						
2.Date of Appointment of Ms. Radha Singh as Chairperson of Stakeholders Relationship Committee - 08.08.2014						
<b>III. Meeting of Board of Directors</b>						
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of independent directors present</b>	<b>Maximum gap between any two consecutive (in number of days)</b>	
03.04.2019						
16.05.2019					42	
	10.08.2019	Yes	7	4	85	
<b>IV. Meeting of Committees</b>						
<b>Name of Committee</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Number of Directors present</b>	<b>Number of independent directors present</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
Audit Committee	09.08.2019	Yes	3	3	15.05.2019	85
Stakeholders Relationship Committee	09.08.2019	Yes	3	2	15.05.2019	85
Nomination and remuneration committee	10.08.2019	Yes	3	2	15.05.2019	86
Risk Management Committee	-	-	-	-	15.05.2019	-

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<b>VI. Affirmations</b>	
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; Remuneration Committee</li> <li>c. Stakeholders Relationship Committee</li> <li>d. Risk management committee (applicable to the top 100 listed entities)</li> </ol> </li> <li>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.</li> <li>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.</li> <li>5. The report submitted in the previous quarter has been placed before Board of Directors. There were no comments/ observations/ advice of the Board of Directors.</li> </ol>	