

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : Chambal Fertilisers and Chemicals Limited

2. Quarter ending : December 31, 2017

| I. Composition of Board of Directors | | | | | | | | |
|--------------------------------------|--------------------------------|----------------|--|--|----------------|--|--|--|
| Title (Mr./ Ms.) | Name of the Director | PAN & DIN | Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) | Date of Appointment in the current term/ cessation | Tenure (Years) | No. of Directorship in listed entities including this listed entity (Refer Regulation 25 (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) |
| Mr. | Saroj Kumar Poddar | DIN – 00008654 | Chairperson - Non-Executive | 15.09.2015 | - | 5 | Nil | Nil |
| Mr. | Shyam Sunder Bhartia | DIN - 00010484 | Non-Executive | 22.09.2016 | - | 3 | 2 | Nil |
| Mr. | Anil Kapoor | DIN - 00032299 | Executive | 16.02.2017 | - | 1 | 1 | Nil |
| Mr. | Chandra Shekhar Nopany | DIN - 00014587 | Non-Executive | 15.09.2017 | - | 9 | 2 | 2 |
| Ms. | Radha Singh | DIN - 02227854 | Independent - Non-Executive | 15.09.2017 | 8 | 2 | 5 | 1 |
| Mr. | Marco Philippus Ardeshir Wadia | DIN - 00244357 | Independent - Non-Executive | 15.09.2017 | 8 | 6 | 10 | 3 |
| Mr. | Aditya Narayan | DIN - 00012084 | Independent - Non-Executive | 01.04.2015 | 3.5 | 4 | 4 | 2 |
| Mr. | Nimesh Nagindas Kampani | DIN - 00009071 | Independent - Non-Executive | 15.09.2017 | 3 | 5 | 8 | Nil |

1. Mr. Aditya Narayan was appointed as an Independent Director from April 1, 2015 for a term upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2018.

2. Number of memberships in Audit/ Stakeholders Relationship Committee(s) includes chairpersonships of these committees in all public limited companies.

| II. Composition of Committees | | | | |
|--|--|--|--|---|
| Name of Committee | Name of Committee members | | Category (Chairperson /Executive/Non-Executive/independent/Nominee) | |
| 1. Audit Committee | Mr. Marco Philippos Ardeshir Wadia | | Chairperson - Independent - Non-Executive | |
| | Ms. Radha Singh | | Independent - Non-Executive | |
| | Mr. Aditya Narayan | | Independent - Non-Executive | |
| | Mr. Nimesh Nagindas Kampani | | Independent - Non-Executive | |
| 2. Nomination & Remuneration Committee | Ms. Radha Singh | | Chairperson - Independent - Non-Executive | |
| | Mr. Chandra Shekhar Nopany | | Non-Executive | |
| | Mr. Marco Philippos Ardeshir Wadia | | Independent - Non-Executive | |
| 3. Stakeholders Relationship Committee | Ms. Radha Singh | | Chairperson-Independent - Non-Executive | |
| | Mr. Marco Philippos Ardeshir Wadia | | Independent - Non-Executive | |
| | Mr. Anil Kapoor | | Executive | |
| Notes: | | | | |
| The Company has voluntarily constituted Risk Management Committee. | | | | |
| 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 | | Maximum gap between any two consecutive (in number of days) | |
| August 8, 2017 | October 24, 2017 | | 76 | |
| IV. Meeting of Committees | | | | |
| Name of Committee | Date(s) of meeting of the Committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the Committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
| 1. Audit Committee | October 23, 2017 | Yes - All members present | August 8, 2017 | 75 |
| 2. Stakeholders Relationship Committee | October 23, 2017 | Yes - All members present | August 8, 2017 | - |
| | November 20, 2017 | Yes - All members present | - | - |
| 3. Nomination & Remuneration Committee | - | - | August 8, 2017 | - |
| V. Related Party Transactions | | | | |
| Subject | | | Compliance Status (Yes/No/NA) | |
| Whether prior approval of audit committee obtained | | | Yes | |
| Whether shareholder approval obtained for material RPT | | | N.A. | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | | | Yes | |

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities): **Not Applicable**
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.
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.
5. The report submitted in the previous quarter has been placed before Board of Directors. There were no comments/ observations/ advice of Board of Directors.