

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of Listed Entity : Chambal Fertilisers and Chemicals Limited  
 2. Quarter ending : December 31, 2015

**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	13.09.2013	-	3	2	Nil
Mr.	Anil Kapoor	DIN - 00032299	Executive	16.02.2015	-	1	1	Nil
Mr.	Chandra Shekhar Nopany	DIN - 00014587	Non-Executive	18.09.2014	-	7	Nil	3
Mr.	Kashi Nath Memani	DIN - 00020696	Independent - Non-Executive	18.09.2014	3 <sup>#</sup>	5	4	2
Ms.	Radha Singh	DIN - 02227854	Independent - Non-Executive	18.09.2014	3 <sup>#</sup>	3	3	1
Mr.	Marco Philippus Ardeshir Wadia	DIN - 00244357	Independent - Non-Executive	18.09.2014	3 <sup>#</sup>	6	8	2
Mr.	Aditya Narayan	DIN - 00012084	Independent - Non-Executive	15.09.2015	3.5 <sup>@</sup>	3	2	2

<sup>#</sup> He/ She was appointed as an Independent Director at Annual General Meeting (AGM) of the Company held on September 18, 2014 for a term of 3 (three) consecutive years upto the AGM to be held in the calendar year 2017.

<sup>@</sup> He 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.

<b>II. Composition of Committees</b>				
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson /Executive/Non-Executive/independent/Nominee)</b>		
1. Audit Committee	Mr. Marco Philippus Ardeshir Wadia	Chairperson-Independent - Non-Executive		
	Ms. Radha Singh	Independent - Non-Executive		
	Mr. Kashi Nath Memani	Independent - Non-Executive		
	Mr. Aditya Narayan	Independent - Non-Executive		
2. Nomination & Remuneration Committee	Ms. Radha Singh	Chairperson-Independent - Non-Executive		
	Mr. Chandra Shekhar Nopany	Non-Executive		
	Mr. Marco Philippus Ardeshir Wadia	Independent - Non-Executive		
3. Stakeholders Relationship Committee	Ms. Radha Singh	Chairperson-Independent - Non-Executive		
	Mr. Marco Philippus Ardeshir Wadia	Independent - Non-Executive		
	Mr. Anil Kapoor	Executive		
4. Risk Management Committee (if applicable)#	Mr. Shyam Sunder Bhartia	Chairman-Non-Executive		
	Mr. Anil Kapoor	Executive		
	Mr. Aditya Narayan	Independent - Non-Executive		
	Mr. Abhay Baijal	Chief Financial Officer		
	Mr. Rajveer Singh	Company Secretary		
# The Company has voluntarily constituted Risk Management Committee.				
<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>Maximum gap between any two consecutive (in number of days)</b>		
August 10, 2015	November 3, 2015	85 Days		
-	December 22, 2015	-		
<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>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>
1. Audit Committee	November 2, 2015	Yes- All members present	August 10, 2015	84 Days
	December 22, 2015	Yes- All members present	-	-
2. Nomination & Remuneration Committee	-	-	August 10, 2015	-
3. Stakeholders Relationship Committee	November 2, 2015	Yes- All members present	August 10, 2015	-
4. Risk Management Committee (if applicable)	November 2, 2015	Yes- All members present	August 10, 2015	-

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance Status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	<b>Yes</b>
Whether shareholder approval obtained for material RPT	<b>N.A.</b>
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	<b>Yes</b>
<b>VI. Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities): <b>Not Applicable (The Company has voluntarily constituted the Risk Management Committee)</b></p> <p>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.</p> <p>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.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors - <b>Not Applicable for the quarter</b></p>	