

BSE Corporate Governance

General information about company	
Scrip code	500085
NSE Symbol	CHAMBLFERT
MSEI Symbol	NOTLISTED
ISIN	INE085A01013
Name of the entity	Chambal Fertilisers and Chemicals Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Quarterly
Date of Report	30-06-2022
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 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	Saroj Kumar Poddar		00008654	Non-Executive - Non Independent Director	Chairperson related to Promoter		15-09-1945	Yes	16-09-2021	13-02-1995	16-09-2021		6	0	0	0			
2	Mr	Shyam Sunder Bhartia		00010484	Non-Executive - Non Independent Director	Not Applicable		09-11-1952	NA		13-02-1995	28-09-2019		4	0	2	0			
3	Mr	Chandra Shekhar Nopany		00014587	Non-Executive - Non Independent Director	Not Applicable		19-09-1965	NA		16-09-2008	10-09-2020		6	0	1	1			
4	Ms	Radha Singh		02227854	Non-Executive - Independent Director	Not Applicable		24-11-1946	Yes	16-09-2021	18-09-2014	15-09-2017		93	1	1	2	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 (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 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	Marco Philipus Ardeshir Wadia		00244357	Non-Executive - Independent Director	Not Applicable		30-01-1956	NA		18-09-2014	15-09-2017		93	5	5	5	3		
6	Mr	Vivek Mehra		00101328	Non-Executive - Independent Director	Not Applicable		21-04-1955	NA		18-09-2018	18-09-2018		45	7	7	7	3		
7	Mr	Pradeep Jyoti Banerjee		02985965	Non-Executive - Independent Director	Not Applicable		19-10-1958	NA		01-12-2019	01-12-2019		31	5	5	6	1		
8	Mr	Gaurav Mathur		07610237	Executive Director	Not Applicable	MD	24-11-1968	NA		06-01-2020				1	0	1	0		

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 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	Mrs	Rita Menon		00064714	Non-Executive - Independent Director	Not Applicable		25-12-1951	NA		10-09-2020	10-09-2020		22	2	2	4	0		

Text Block

Textual Information(1)

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. Gaurav Mathur was appointed as Managing Director of the Company with effect from April 16, 2021.

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		Textual Information(1)
2	02227854	Radha Singh	Non-Executive - Independent Director	Member	16-09-2011		
3	00101328	Vivek Mehra	Non-Executive - Independent Director	Member	29-10-2018		
4	00064714	Rita Menon	Non-Executive - Independent Director	Member	11-05-2021		

Sr Text Block

Textual Information(1)

Date of Appointment of Mr. Marco Philippus Ardeshir Wadia as Chairperson of Audit Committee - 21.07.2009.

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		Textual Information(1)
2	00244357	Marco Philippus Ardeshir Wadia	Non-Executive - Independent Director	Member	08-08-2014		
3	07610237	Gaurav Mathur	Executive Director	Member	16-04-2021		

Sr Text Block

Textual Information(1)

Date of Appointment of Ms. Radha Singh as Chairperson of Stakeholders Relationship Committee - 08.08.2014.

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		Textual Information(1)
2	02985965	Pradeep Jyoti Banerjee	Non-Executive - Independent Director	Member	23-05-2020		
3	07610237	Gaurav Mathur	Executive Director	Member	23-05-2020		

Sr Text Block

Textual Information(1)

Date of Appointment of Mr. Vivek Mehra as Chairperson of Risk Management Committee -
23.05.2020.

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	28-01-2022				Yes		
2		19-05-2022	110		Yes	8	4

Annexure 1

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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	27-01-2022				Yes		
2	Audit Committee	19-05-2022	111			Yes	4	4
3	Stakeholders Relationship Committee	24-01-2022				Yes		
4	Stakeholders Relationship Committee	18-05-2022				Yes	3	2
5	Nomination and remuneration committee	27-01-2022				Yes		
6	Nomination and remuneration committee	18-05-2022				Yes	3	2

Annexure 1

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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
7	Risk Management Committee	17-01-2022				Yes		

Annexure 1

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 1

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 1

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	20-07-2022

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-2022**

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	16-Sep-2021			15-Sep-1945	Yes	16-Sep-2021	6	0	0	0	
Mr.	Shyam Sunder Bhartia	00010484	NED		13-Feb-1995	28-Sep-2019			09-Nov-1952	NA		4	0	2	0	
Mr.	Chandra Shekhar Nopany	00014587	NED		16-Sep-2008	10-Sep-2020			19-Sep-1965	NA		6	0	1	1	NRC
Ms.	Radha Singh	02227854	ID		18-Sep-2014	15-Sep-2017		93	24-Nov-1946	Yes	16-Sep-2021	1	1	2	1	AC, SC, NRC
Mr.	Marco Philippus Ardeshir Wadia	00244357	ID		18-Sep-2014	15-Sep-2017		93	30-Jan-1956	NA		5	5	5	3	AC, SC, NRC
Mr.	Vivek Mehra	00101328	ID		18-Sep-2018	18-Sep-2018		45	21-Apr-1955	NA		7	7	7	3	AC, RC
Mr.	Pradeep Jyoti Banerjee	02985965	ID		01-Dec-2019	01-Dec-2019		31	19-Oct-1958	NA		5	5	6	1	RMC
Mr.	Gaurav Mathur	07610237	ED	MD	06-Jan-2020				24-Nov-1968	NA		1	0	1	0	SC, RC
Mrs.	Rita Menon	00064714	ID		10-Sep-2020	10-Sep-2020		22	25-Dec-1951	NA		2	2	4	0	AC

Company Remarks	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. 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	Radha Singh	ID	Member	16-Sep-2011	
3	Vivek Mehra	ID	Member	29-Oct-2018	
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	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	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 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
28-Jan-2022	19-May-2022	Yes	8	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	110

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	27-Jan-2022		Yes		
Audit Committee		19-May-2022	Yes	4	4
Stakeholders Relationship Committee	24-Jan-2022		Yes		
Stakeholders Relationship Committee		18-May-2022	Yes	3	2
Nomination & Remuneration Committee	27-Jan-2022		Yes		
Nomination & Remuneration Committee		18-May-2022	Yes	3	2
Risk Management Committee	17-Jan-2022		Yes		

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	111

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	
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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**