

BSE CORPORATE GOVERNANCE REPORT

| 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 | Half Yearly |
| Date of Report | 30-09-2022 |
| 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 | Disqualification of Directors under section 164 of the Companies Act, 2013 | | | | | | | | | | | | | | | | | | | | | | |
|-----------------------------------------------------|-----------------|------------------------|----------------------------------------------------------------------------|----------|------------------------------------------|---------------------------------|-------------------------|---------------|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|-------------------------------------------------------------------------------|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| Whether Chairperson related to Promoter | | Yes | | | | | | | | | | | | | | | | | | | | | | | |
| 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 the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | 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 | No | | | | | 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 | No | | | | | NA | | 13-02-1995 | 13-09-2022 | | | 4 | 0 | 2 | 0 | | |
| 3 | Mr | Chandra Shekhar Nopany | | 00014587 | Non-Executive - Non Independent Director | Not Applicable | | 19-09-1965 | No | | | | | 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 | No | | | | | Yes | 16-09-2021 | 18-09-2014 | 15-09-2017 | 15-09-2022 | 95.5 | 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 the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | 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 Philippus Ardeshir Wadia | | 00244357 | Non-Executive - Independent Director | Not Applicable | | 30-01-1956 | No | | | | | NA | | 18-09-2014 | 15-09-2017 | 15-09-2022 | 95.5 | 5 | 5 | 5 | 3 | | |
| 6 | Mr | Vivek Mehra | | 00101328 | Non-Executive - Independent Director | Not Applicable | | 21-04-1955 | No | | | | | NA | | 18-09-2018 | 18-09-2018 | | 48 | 7 | 7 | 7 | 3 | | |
| 7 | Mr | Pradeep Jyoti Banerjee | | 02985965 | Non-Executive - Independent Director | Not Applicable | | 19-10-1958 | No | | | | | NA | | 01-12-2019 | 01-12-2019 | | 34 | 5 | 5 | 8 | 2 | | |
| 8 | Mr | Gaurav Mathur | | 07610237 | Executive Director | Not Applicable | MD | 24-11-1968 | No | | | | | 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 the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | 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 | No | | | | | NA | | 10-09-2020 | 10-09-2020 | | 25 | 2 | 2 | 4 | 1 | | |
| 10 | Mr | Berjis Minoos Desai | | 00153675 | Non-Executive - Independent Director | Not Applicable | | 02-08-1956 | No | | | | | NA | | 13-09-2022 | 13-09-2022 | | 0.6 | 7 | 5 | 5 | 2 | | |

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.
3. Ms. Radha Singh and Mr. Marco Philippus Ardeshir Wadia had completed their respective term as Independent Directors of the Company on September 14, 2022. Accordingly, Ms. Radha Singh and Mr. Marco Philippus Ardeshir Wadia ceased to be Directors of the Company with effect from September 15, 2022. The details of their directorships/ committee positions are as at September 14, 2022.

| 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 | 02985965 | Pradeep Jyoti Banerjee | Non-Executive - Independent Director | Chairperson | 04-08-2022 | | Textual Information(1) |
| 2 | 00244357 | Marco Philippus Ardeshir Wadia | Non-Executive - Independent Director | Chairperson | 11-04-2000 | 15-09-2022 | Textual Information(2) |
| 3 | 02227854 | Radha Singh | Non-Executive - Independent Director | Member | 16-09-2011 | 15-09-2022 | |
| 4 | 00101328 | Vivek Mehra | Non-Executive - Independent Director | Member | 29-10-2018 | | |
| 5 | 00064714 | Rita Menon | Non-Executive - Independent Director | Member | 11-05-2021 | | |

Sr Text Block

| | |
|------------------------|-----------------------------------------------------------------------------------------------------------|
| Textual Information(1) | Date of Appointment of Mr. Pradeep Jyoti Banerjee as Chairperson of Audit Committee - 15.09.2022. |
| Textual Information(2) | 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 | 15-09-2022 | |
| 2 | 00101328 | Vivek Mehra | Non-Executive - Independent Director | Chairperson | 04-08-2022 | | Textual Information(1) |
| 3 | 00244357 | Marco Philippus Ardeshir Wadia | Non-Executive - Independent Director | Member | 25-10-2005 | 15-09-2022 | |
| 4 | 00014587 | Chandra Shekhar Nopany | Non-Executive - Non Independent Director | Member | 23-01-2010 | | |
| 5 | 02985965 | Pradeep Jyoti Banerjee | Non-Executive - Independent Director | Member | 04-08-2022 | | |

Sr Text Block

Textual Information(1)

Date of Appointment of Mr. Vivek Mehra as Chairperson of Nomination and Remuneration Committee - 15.09.2022.

| 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 | 15-09-2022 | Textual Information(1) |
| 2 | 00064714 | Rita Menon | Non-Executive - Independent Director | Chairperson | 04-08-2022 | | Textual Information(2) |
| 3 | 00244357 | Marco Philippus Ardeshir Wadia | Non-Executive - Independent Director | Member | 08-08-2014 | 15-09-2022 | |
| 4 | 07610237 | Gaurav Mathur | Executive Director | Member | 16-04-2021 | | |
| 5 | 02985965 | Pradeep Jyoti Banerjee | Non-Executive - Independent Director | Member | 04-08-2022 | | |

Sr Text Block

| | |
|------------------------|------------------------------------------------------------------------------------------------------------|
| Textual Information(1) | Date of Appointment of Ms. Radha Singh as Chairperson of Stakeholders Relationship Committee - 08.08.2014. |
| Textual Information(2) | Date of Appointment of Mrs. Rita Menon as Chairperson of Stakeholders Relationship Committee - 15.09.2022. |

| 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) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1 | 19-05-2022 | | | | Yes | 9 | | |
| 2 | | 03-08-2022 | 75 | | Yes | 9 | 9 | 5 |

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) | Total Number of Directors as on date of the meeting | Number of Directors (All directors including Independent director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1 | Audit Committee | 19-05-2022 | | | | Yes | 4 | 4 | | 0 |
| 2 | Audit Committee | 02-08-2022 | 74 | | | Yes | 4 | 4 | 4 | 0 |
| 3 | Nomination and remuneration committee | 18-05-2022 | | | | Yes | 3 | 3 | | 0 |
| 4 | Nomination and remuneration committee | 03-08-2022 | 76 | | | Yes | 3 | 3 | 2 | 0 |
| 5 | Stakeholders Relationship Committee | 18-05-2022 | | | | Yes | 3 | 3 | | 0 |
| 6 | Stakeholders Relationship Committee | 02-08-2022 | 75 | | | Yes | 3 | 3 | 2 | 0 |

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) | Total Number of Directors as on date of the meeting | Number of Directors (All directors including Independent director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
|----|---------------------------|-------------------------------------------------------------------------------------------------|-------------------------------------------------------------|-------------------------|-------------------------------|--------------------------------------------|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------|
| 7 | Risk Management Committee | 14-07-2022 | | | | Yes | 3 | 3 | 2 | 0 |

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 1000 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. |

Annexure III

III. Affirmations

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" 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

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

| Additional Half yearly Disclosure | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|--------------------------------------------------------|----------------------------------------------------------------------------------|
| Applicability of disclosure | Applicable | | |
| Reason for Non Applicability | Textual Information(1) | | |
| I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below | | | |
| (A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to | | | |
| Entity | Aggregate amount advanced during six months | Balance outstanding at the end of six months | |
| Promoter or any other entity controlled by them | 0 | 0 | |
| Promoter Group or any other entity controlled by them | 0 | 0 | |
| Directors (including relatives) or any other entity controlled by them | 0 | 0 | |
| KMPs or any other entity controlled by them | 0 | 0 | |
| (B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By | | | |
| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months(taking into account any invocation) |
| Promoter or any other entity controlled by them | NA | 0 | 0 |
| Promoter Group or any other entity controlled by them | NA | 0 | 0 |
| Directors (including relatives) or any other entity controlled by them | NA | 0 | 0 |
| KMPs or any other entity controlled by them | NA | 0 | 0 |
| (C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by | | | |
| Entity | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
| Promoter or any other entity controlled by them | NA | 0 | 0 |
| Promoter Group or any other entity controlled by them | NA | 0 | 0 |
| Directors (including relatives) or any other entity controlled by them | NA | 0 | 0 |
| KMPs or any other entity controlled by them | NA | 0 | 0 |
| (D) Additional Information | | | Textual Information(2) |
| II. Affirmations | | | |
| Affirmations | | Compliance Status | Company Remarks |
| All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. | | Yes | Textual Information(3) |
| Name | Abhay Baijal | | |
| Designation | CFO | | |
| Place | New Delhi | | |
| Date | 20-10-2022 | | |

Signatory Details

| | |
|-----------------------|------------------------------------------|
| Name of signatory | Rajveer Singh |
| Designation of person | Company Secretary and Compliance Officer |
| Place | New Delhi |
| Date | 20-10-2022 |

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-Sep-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 the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | Whether special resolution passed? Refer Reg. 17 (1A) of Listing Regulations] | Date of passing special resolution | 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 entity [in reference to proviso to regulation 17A (1)] | 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 | No | | | | | Yes | 16-Sep-2021 | 6 | 0 | 0 | 0 | |
| Mr. | Shyam Sunder Bhartia | 00010484 | NED | | 13-Feb-1995 | 13-Sep-2022 | | | 09-Nov-1952 | No | | | | | NA | | 4 | 0 | 2 | 0 | |
| Mr. | Chandra Shekhar Nopany | 00014587 | NED | | 16-Sep-2008 | 10-Sep-2020 | | | 19-Sep-1965 | No | | | | | NA | | 6 | 0 | 1 | 1 | NRC |
| Ms. | Radha Singh | 02227854 | ID | | 18-Sep-2014 | 15-Sep-2017 | 15-Sep-2022 | 95.5 | 24-Nov-1946 | No | | | | | Yes | 16-Sep-2021 | 1 | 1 | 2 | 1 | AC, SC, NRC |
| Mr. | Marco Philippus Ardeshir Wadia | 00244357 | ID | | 18-Sep-2014 | 15-Sep-2017 | 15-Sep-2022 | 95.5 | 30-Jan-1956 | No | | | | | NA | | 5 | 5 | 5 | 3 | AC, SC, NRC |
| Mr. | Vivek Mehra | 00101328 | ID | | 18-Sep-2018 | 18-Sep-2018 | | 48 | 21-Apr-1955 | No | | | | | NA | | 7 | 7 | 7 | 3 | AC, RC, NRC |
| Mr. | Pradeep Jyoti Banerjee | 02985965 | ID | | 01-Dec-2019 | 01-Dec-2019 | | 34 | 19-Oct-1958 | No | | | | | NA | | 5 | 5 | 8 | 2 | AC, SC, RC, NRC |
| Mr. | Gaurav Mathur | 07610237 | ED | MD | 06-Jan-2020 | | | | 24-Nov-1968 | No | | | | | NA | | 1 | 0 | 1 | 0 | SC, RC |
| Mrs. | Rita Menon | 00064714 | ID | | 10-Sep-2020 | 10-Sep-2020 | | 25 | 25-Dec-1951 | No | | | | | NA | | 2 | 2 | 4 | 1 | AC, SC |
| Mr. | Berjis Minoo Desai | 00153675 | ID | | 13-Sep-2022 | 13-Sep-2022 | | 0.6 | 02-Aug-1956 | No | | | | | NA | | 7 | 5 | 5 | 2 | |

| | |
|---------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Company Remarks | 1. Initial date of appointment of Ms. Radha Singh & Mr. Marco P A Wadia is in accordance with provisions of Companies Act, 2013 2.Mr. Gaurav Mathur was appointed as Managing Director of Company w.e.f 16.04.2021 3.Ms. Radha Singh & Mr. Marco P A Wadia had completed their respective term as Independent Directors on 14.09.2022. Accordingly, Ms. Radha Singh & Mr. Marco P A Wadia ceased to be Directors w.e.f 15.09.2022.Details of their directorships/committee positions are as at 14.09.2022 |
| Whether Permanent chairperson appointed | Yes |
| Whether Chairperson is related to MD or CEO | Yes |

ii. Composition of Committees

a. Audit Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|--------------------------------|----------|------------------------|------------------|----------------|
| 1 | Pradeep Jyoti Banerjee | ID | Chairperson | 04-Aug-2022 | |
| 2 | Marco Philippos Ardeshir Wadia | ID | Chairperson | 11-Apr-2000 | 15-Sep-2022 |
| 3 | Radha Singh | ID | Member | 16-Sep-2011 | 15-Sep-2022 |
| 4 | Vivek Mehra | ID | Member | 29-Oct-2018 | |
| 5 | 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 | 15-Sep-2022 |
| 2 | Rita Menon | ID | Chairperson | 04-Aug-2022 | |
| 3 | Marco Philippos Ardeshir Wadia | ID | Member | 08-Aug-2014 | 15-Sep-2022 |
| 4 | Gaurav Mathur | ED | Member | 16-Apr-2021 | |
| 5 | Pradeep Jyoti Banerjee | ID | Member | 04-Aug-2022 | |

| | |
|-----------------------------------------|-----|
| 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 | 15-Sep-2022 |
| 2 | Vivek Mehra | ID | Chairperson | 04-Aug-2022 | |
| 3 | Marco Philippos Ardeshir Wadia | ID | Member | 25-Oct-2005 | 15-Sep-2022 |
| 4 | Chandra Shekhar Nopany | NED | Member | 23-Jan-2010 | |
| 5 | Pradeep Jyoti Banerjee | ID | Member | 04-Aug-2022 | |

| | |
|-----------------------------------------|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

iii. Meeting of Board of Directors

| Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present (All directors including Independent Director) | Number of Independent Directors present |
|--------------------------------------------------------------------------------------------|--------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|-----------------------------------------|
| 19-May-2022 | Yes | 9 | | |
| 03-Aug-2022 | Yes | 9 | 9 | 5 |

| | |
|-------------------------------------------------------------|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) | 75 |

iv. Meeting of Committees

| Name of the Committee | Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Total Number of Directors attended the meeting (All directors including Independent Director) | Number of Independent directors attending the meeting | Number of Members attending the Meeting (Other than Board of Directors) |
|-------------------------|--------------------------------------------------------------------------------------------|--------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------|-------------------------------------------------------|-------------------------------------------------------------------------|
| Audit Committee | 19-May-2022 | Yes | 4 | 4 | | 0 |
| Audit Committee | 02-Aug-2022 | Yes | 4 | 4 | 4 | 0 |
| Nomination & Remunerati | 18-May-2022 | Yes | 3 | 3 | | 0 |

| | | | | | | |
|---------------------------------------------------|-------------|-----|---|---|---|---|
| on Committee | | | | | | |
| Nomination & Remunerati on Committee | 03-Aug-2022 | Yes | 3 | 3 | 2 | 0 |
| Stakeholder s Relationshi p Committee | 18-May-2022 | Yes | 3 | 3 | | 0 |
| Stakeholder s Relationshi p Committee | 02-Aug-2022 | Yes | 3 | 3 | 2 | 0 |
| Risk Manageme nt Committee | 14-Jul-2022 | Yes | 3 | 3 | 2 | 0 |

| | |
|----------------------------------------------------------------------------------------|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 74 |

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 | |
|------------------------------------------------------------------------------------------------------------------|--|

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

ANNEXURE III

Affirmations

| Broad Heading | Regulation Number | Compliance Status | Company Remark |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------|-----------------------|
| 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 | |

Note:

Name : Rajveer Singh
Designation : Company Secretary & Compliance Officer

ANNEXURE IV

| | | |
|------------|-------------------------------------------|--------------------|
| CHAMBLFERT | Chambal Fertilisers and Chemicals Limited | September 30, 2022 |
|------------|-------------------------------------------|--------------------|

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

| Aggregate amount advanced during six months | | | | Balance outstanding at the end of six months | | | |
|--------------------------------------------------------|--------------------------------------------------------------|-------------------------------------------------------------------------------|----------------------------------------------------|--------------------------------------------------------|--------------------------------------------------------------|-------------------------------------------------------------------------------|----------------------------------------------------|
| <i>Promoter or any other entity controlled by them</i> | <i>Promoter Group or any other entity controlled by them</i> | <i>Directors (including relatives) or any other entity controlled by them</i> | <i>KMPs or any other entity controlled by them</i> | <i>Promoter or any other entity controlled by them</i> | <i>Promoter Group or any other entity controlled by them</i> | <i>Directors (including relatives) or any other entity controlled by them</i> | <i>KMPs or any other entity controlled by them</i> |
| 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months (taking into account any invocation) |
|-------------------------------------------------------------------------------|---------------------------------------|------------------------------------------------|-----------------------------------------------------------------------------------|
| <i>Promoter or any other entity controlled by them</i> | NA | 0 | 0 |
| <i>Promoter Group or any other entity controlled by them</i> | NA | 0 | 0 |
| <i>Directors (including relatives) or any other entity controlled by them</i> | NA | 0 | 0 |
| <i>KMPs or any other entity controlled by them</i> | NA | 0 | 0 |

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type of Security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|-------------------------------------------------------------------------------|---------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------|
| <i>Promoter or any other entity controlled by them</i> | NA | 0 | 0 |
| <i>Promoter Group or any other entity controlled by them</i> | NA | 0 | 0 |
| <i>Directors (including relatives) or any other entity controlled by them</i> | NA | 0 | 0 |
| <i>KMPs or any other entity controlled by them</i> | NA | 0 | 0 |

(D) If the Listed Entity would like to provide any other information the same may be indicated here

| |
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| |
|--|

| Affirmations |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <i>All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company</i> |

| | |
|--------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| Company Remarks in case of non-compliant status | The affirmation is Not Applicable since no loans, guarantees, comfort letters or securities as mentioned in the affirmation has been given. |
|--------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|

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|----------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Name: Abhay Baijal Designation: Chief Financial Officer Place: New Delhi Date: 20-Oct-2022</p> |
|----------------------------------------------------------------------------------------------------------------------------------------------|