

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	Quarterly
Date of Report	31-12-2022
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	Disqualification of Directors under section 164 of the Companies Act, 2013																	
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	1	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	Mr	Vivek Mehra		00101328	Non-Executive - Independent Director	Not Applicable		21-04-1955	No					NA		18-09-2018	18-09-2018			51.13	7	7	7	3		

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	Pradeep Jyoti Banerjee		02985965	Non-Executive - Independent Director	Not Applicable		19-10-1958	No					NA		01-12-2019	01-12-2019		37	5	5	8	2		
6	Mr	Gaurav Mathur		07610237	Executive Director	Not Applicable	MD	24-11-1968	No					NA		06-01-2020				1	0	1	0		
7	Mrs	Rita Menon		00064714	Non-Executive - Independent Director	Not Applicable		25-12-1951	No					NA		10-09-2020	10-09-2020		27.21	2	2	4	1		
8	Mr	Bejis Minoo Desai		00153675	Non-Executive - Independent Director	Not Applicable		02-08-1956	No					NA		13-09-2022	13-09-2022		3.18	7	5	7	2		

Text Block	
Textual Information (1)	1. 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	02985965	Pradeep Jyoti Banerjee	Non-Executive - Independent Director	Chairperson	04-08-2022		Textual Information(1)
2	00101328	Vivek Mehra	Non-Executive - Independent Director	Member	29-10-2018		
3	00064714	Rita Menon	Non-Executive - Independent Director	Member	11-05-2021		
4	00153675	Berjis Minoos Desai	Non-Executive - Independent Director	Member	02-11-2022		

Sr Text Block	
Textual Information(1)	Date of Appointment of Mr. Pradeep Jyoti Banerjee as Chairperson of Audit Committee - 15.09.2022.

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	00101328	Vivek Mehra	Non-Executive - Independent Director	Chairperson	04-08-2022		Textual Information(1)
2	00014587	Chandra Shekhar Nopany	Non-Executive - Non Independent Director	Member	23-01-2010		
3	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	00064714	Rita Menon	Non-Executive - Independent Director	Chairperson	04-08-2022		Textual Information(1)
2	07610237	Gaurav Mathur	Executive Director	Member	16-04-2021		
3	02985965	Pradeep Jyoti Banerjee	Non-Executive - Independent Director	Member	04-08-2022		

Sr Text Block	
Textual Information(1)	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.

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility 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

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							Textual Information(1)	No. of Independent Directors attending the meeting*
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)	
1	03-08-2022				Yes	8		
2		01-11-2022	89		Yes	8	8	4

Text Block

Textual Information(1)	<p>There were 9 (nine) Directors as on date of the meeting for the previous quarter i.e. 03-08-2022 and there were 8 (eight) Directors as on date of the meeting for the current quarter i.e. 01.11.2022. Two directors of the Company had completed their respective tenures on September 14, 2022 and one director was appointed with effect from September 13, 2022. However, the excel utility of BSE Limited for submission of Corporate Governance Report is not allowing to enter the number "9 (nine)" against the field "Total Number of Directors as on date of the meeting" for the previous quarter i.e. 03-08-2022.</p> <p>Accordingly, the Company has entered "8 (eight)" against the field "Total Number of Directors as on date of the meeting" instead of "9 (nine)" for the previous quarter i.e. 03-08-2022.</p>
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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 in the Committee as on date of the meeting	Number of Directors Present (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	02-08-2022				Yes	4	4		0
2	Audit Committee	01-11-2022	90			Yes	3	3	3	0
3	Nomination and remuneration committee	03-08-2022				Yes	3	3		0
4	Nomination and remuneration committee	01-11-2022	89			Yes	3	3	2	0
5	Stakeholders Relationship Committee	02-08-2022				Yes	3	3		0
6	Stakeholders Relationship Committee	01-11-2022	90			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 in the Committee as on date of the meeting	Number of Directors Present (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		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.

Signatory Details	
Name of signatory	Rajveer Singh
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	18-01-2023

**NSE CORPORATE GOVERNANCE REPORT
ANNEXURE I**

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Chambal Fertilizers & Chemicals Limited**
2. Quarter ending - **31-Dec-2022**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	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 Directors in listed entities including this listed entity [in reference 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	Remarks
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	NA	
Mr	Shyam Sunder Bhartia	00010484		NED		13-Feb-1995	13-Sep-2022			09-Nov-1952	No					NA		4	0	1	0	NA	
Mr	Chandra Shekhar Nopany	00014587		NED		16-Sep-2008	10-Sep-2020			19-Sep-1965	No					NA		6	0	1	1	NRC	
Mr	Vivek Mehra	00101328		ID		18-Sep-2018	18-Sep-2018		51.13	21-Apr-1955	No					NA		7	7	7	3	AC, RMC, NRC	
Mr	Pradeep Jyoti Banerjee	02985965		ID		01-Dec-2019	01-Dec-2019		37	19-Oct-1958	No					NA		5	5	8	2	AC, SC, RMC, NRC	
Mr	Gaurav Mathur	07610237		ED		06-Jan-2020				24-Nov-1968	No					NA		1	0	1	0	SC, RMC	Mr. Gaurav Mathur was appointed as Managing Director of the Company with effect from April 16, 2021.
Mrs.	Rita Menon	00064714		ID		10-Sep-2020	10-Sep-2020		27.21	25-Dec-1951	No					NA		2	2	4	1	AC, SC	
Mr	Berjis Minoo Desai	00153675		ID		13-Sep-2022	13-Sep-2022		3.18	02-Aug-1956	No					NA		7	5	7	2	AC	

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Vivek Mehra	ID	Member	29-Oct-2018	
2	Pradeep Jyoti Banerjee	ID	Chairperson	04-Aug-2022	
3	Rita Menon	ID	Member	11-May-2021	
4	Berjis Minoo Desai	ID	Member	02-Nov-2022	

Company Remarks	Date of Appointment of Mr. Pradeep Jyoti Banerjee as Chairperson of Audit Committee - 15.09.2022
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Pradeep Jyoti Banerjee	ID	Member	04-Aug-2022	
2	Gaurav Mathur	ED	Member	16-Apr-2021	
3	Rita Menon	ID	Chairperson	04-Aug-2022	

Company Remarks	Date of Appointment of Mrs. Rita Menon as Chairperson of Stakeholders Relationship Committee - 15.09.2022
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
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	Date of Appointment of Mr. Vivek Mehra as Chairperson of Risk Management Committee - 23.05.2020
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Vivek Mehra	ID	Chairperson	04-Aug-2022	
2	Pradeep Jyoti Banerjee	ID	Member	04-Aug-2022	
3	Chandra Shekhar Nopany	NED	Member	23-Jan-2010	

Company Remarks	Date of Appointment of Mr. Vivek Mehra as Chairperson of Nomination and Remuneration Committee - 15.09.2022
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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
03-Aug-2022	Yes	9	9	5
01-Nov-2022	Yes	8	8	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	89

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (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	02-Aug-2022	Yes	4	4	4	0
Audit Committee	01-Nov-2022	Yes	3	3	3	0
Nomination & Remuneration Committee	03-Aug-2022	Yes	3	3	2	0
Nomination & Remuneration Committee	01-Nov-2022	Yes	3	3	2	0
Stakeholders Relationship Committee	02-Aug-2022	Yes	3	3	2	0
Stakeholders Relationship Committee	01-Nov-2022	Yes	3	3	2	0
Risk Management 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]	90

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	
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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 1000 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**