

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of Listed Entity : Chambal Fertilisers and Chemicals Limited  
 2. Quarter ending : December 31, 2016

<b>I. Composition of Board of Directors</b>								
<b>Title (Mr./ Ms.)</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)</b>	<b>Date of Appointment in the current term/ cessation</b>	<b>Tenure (Years)</b>	<b>No. of Directorship in listed entities including this listed entity (Refer Regulation 25 (1) of Listing Regulations)</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26 (1) of Listing Regulations)</b>	<b>No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26 (1) of Listing Regulations)</b>
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	16.02.2015	-	1	1	Nil
Mr.	Chandra Shekhar Nopany	DIN - 00014587	Non-Executive	18.09.2014	-	7	3	3
Mr.	Kashi Nath Memani	DIN - 00020696	Independent - Non-Executive	18.09.2014	3	5	5	2
Ms.	Radha Singh	DIN - 02227854	Independent - Non-Executive	18.09.2014	3	2	4	1
Mr.	Marco Philippus Ardeshir Wadia	DIN - 00244357	Independent - Non-Executive	18.09.2014	3	6	10	3
Mr.	Aditya Narayan	DIN - 00012084	Independent - Non-Executive	01.04.2015	3.5	4	4	2

1. Mr. Kashi Nath Memani, Ms. Radha Singh and Mr. Marco Philippus Ardeshir Wadia were appointed as Independent Directors at the 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.

2. 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.

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

<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		
<b>Note:</b> 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, 2016	November 12, 2016	93 Days		
<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 12, 2016	Yes-Three members present out of Four members	August 09, 2016	94 Days
2. Stakeholders Relationship Committee	November 12, 2016	Yes- All members present	August 09, 2016	-
3. Nomination & Remuneration Committee	-	-	-	-
<b>V. Related Party Transactions</b>				
<b>Subject</b>			<b>Compliance Status (Yes/No/NA)</b>	
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 at their meeting held on November 12, 2016. There were no comments/ observations/ advice of Board of Directors.

**Name** : Rajveer Singh

**Designation** : Assistant Vice President- Legal & Secretary

**Company Secretary / Compliance Officer / Managing Director / CEO**