



CHAMBAL FERTILISERS AND CHEMICALS LIMITED

May 29, 2019

BSE Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai – 400 001

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

Dear Sir,

In pursuance of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Securities and Exchange Board of India circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, we are enclosing herewith Secretarial Compliance Report for the year ended March 31, 2019.

You are requested to notify your constituents accordingly.

Thanking You

Yours sincerely,

for **Chambal Fertilisers and Chemicals Limited**

Rajveer Singh

Vice President - Legal & Secretary

Encl.: a/a

RMG & ASSOCIATES

Company Secretaries

SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2019

To,
**The Board of Directors
Chambal Fertilisers and Chemicals Limited
(CIN: L24124RJ1985PLC003293)
Gadepan, District Kota,
Rajasthan, PIN - 325208**

We, RMG & Associates, Company Secretaries, have examined:

- all the documents and records made available to us and explanation provided by **Chambal Fertilisers and Chemicals Limited** ("the listed entity"),
 - the filings/ submissions made by the listed entity to the stock exchanges,
 - website of the listed entity,
 - any other document/filing, as may be relevant, which has been relied upon to make this certification,
- for the year ended **March 31, 2019** ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
 - Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- and circulars / guidelines issued thereunder;



and based on the above examination, We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of the matters specified below :

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary.
	None	None	None

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

- c) The following are the details of actions taken against the listed entity / its promoters/ directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder :

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	None	None	None	None

- d) The listed entity has taken the following actions to comply with the observations made in previous reports: **[Not Applicable, since this report is being issued for the first time and accordingly no action was required to be taken by the listed entity].**



**For RMG & Associates
Company Secretaries**

Manish Gupta

CS Manish Gupta

Partner

FCS No.: 5123; C.P. No.: 4095

16/5/2019

Place: New Delhi

Date: May 16, 2019