

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of Listed Entity : Chambal Fertilisers and Chemicals Limited

2. Quarter ending : September 30, 2017

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure (Years)	No. of Directorship in listed entities including this listed entity (Refer Regulation 25 (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)
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	16.02.2017	-	1	1	Nil
Mr.	Chandra Shekhar Nopany	DIN - 00014587	Non-Executive	15.09.2017	-	9	2	2
Mr.	Kashi Nath Memani	DIN - 00020696	Independent - Non-Executive	Date of Appointment - 18.09.2014 Date of Cessation – 15.09.2017	3	5	4	2
Ms.	Radha Singh	DIN - 02227854	Independent - Non-Executive	15.09.2017	8	2	5	1
Mr.	Marco Philippus Ardeshir Wadia	DIN - 00244357	Independent - Non-Executive	15.09.2017	8	6	10	3
Mr.	Aditya Narayan	DIN - 00012084	Independent - Non-Executive	01.04.2015	3.5	4	4	2
Mr.	Nimesh Nagindas Kampani	DIN - 00009071	Independent - Non-Executive	15.09.2017	3	5	7	Nil

- Mr. Kashi Nath Memani ceased to be Director of the Company upon completion of his tenure on September 15, 2017. The details of his directorships/ committee positions are as on his date of cessation.
- 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.
- 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>Notes:</b>				
1. Mr. Kashi Nath Memani ceased to be Director and member of Audit Committee on September 15, 2017.				
2. 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>	
May 2, 2017	August 8, 2017		79	
May 20, 2017				
<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	August 8, 2017	Yes-Three members present out of four members	May 2, 2017	79
			May 20, 2017	
2. Stakeholders Relationship Committee	August 8, 2017	Yes- All members present	May 2, 2017	-
3. Nomination & Remuneration Committee	August 8, 2017	Yes- All members present	May 20, 2017	-
<b>V. Related Party Transactions</b>				
<b>Subject</b>			<b>Compliance Status (Yes/No/NA)</b>	
Whether prior approval of audit committee obtained			<b>Yes</b>	
Whether shareholder approval obtained for material RPT			<b>N.A.</b>	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			<b>Yes</b>	

## **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. There were no comments/ observations/ advice of Board of Directors.

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE HALF YEAR ENDED SEPTEMBER 30, 2017**

<b>I. Affirmations</b>		
<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>
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
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes