

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : Chambal Fertilisers and Chemicals Limited
 2. Quarter ending : March 31, 2017

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	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	18.09.2014	-	5	2	2
Mr.	Kashi Nath Memani	DIN - 00020696	Independent - Non-Executive	18.09.2014	3	5	4	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.

II. Composition of Committees				
Name of Committee	Name of Committee members	Category (Chairperson /Executive/Non-Executive/independent/Nominee)		
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		
Note: The Company has voluntarily constituted Risk Management Committee.				
III. Meeting of Board of Directors				
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)		
November 12, 2016	February 10, 2017	89 Days		
-	March 16, 2017	33 Days		
IV. Meeting of Committees				
Name of Committee	Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
1. Audit Committee	February 09, 2017	Yes-Three members present out of four members	November 12, 2016	88 Days
	March 16, 2017	Yes- All members present	-	-
2. Stakeholders Relationship Committee	February 09, 2017	Yes- All members present	November 12, 2016	-
3. Nomination & Remuneration Committee	February 10, 2017	Yes- All members present	-	-
V. Related Party Transactions				
Subject			Compliance Status (Yes/No/NA)	
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 February 10, 2017. 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

COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)^{refer note below}	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	N.A. (The same is disclosed in the Annual Report)	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their Associates	N.A.	
New name and the old name of the listed entity	N.A.	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Particulars	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes

Composition and role of Risk Management Committee	21(1),(2),(3),(4)	N.A. (The Company has voluntarily constituted the Risk Management Committee)
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2) & (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Name : Rajveer Singh

Designation : Assistant Vice President- Legal & Secretary

Company Secretary / Compliance Officer / Managing Director / CEO