

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED JUNE 30, 2024

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	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	30-06-2024
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

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

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
1	Mr	Saroj Kumar Poddar		00008654	Non-Executive - Non Independent Director	Chairperson related to Promoter		15-09-1945
2	Mr	Shyam Sunder Bhartia		00010484	Non-Executive - Non Independent Director	Not Applicable		09-11-1952
3	Mr	Chandra Shekhar Nopany		00014587	Non-Executive - Non Independent Director	Not Applicable		19-09-1965
4	Mr	Vivek Mehra		00101328	Non-Executive - Independent Director	Not Applicable		21-04-1955
5	Mr	Pradeep Jyoti Banerjee		02985965	Non-Executive - Independent Director	Not Applicable		19-10-1958
6	Ms	Rita Menon		00064714	Non-Executive - Independent Director	Not Applicable		25-12-1951
7	Mr	Berjis Minoo Desai		00153675	Non-Executive - Independent Director	Not Applicable		02-08-1956
8	Mr	Abhay Bajjal		01588087	Executive Director	Not Applicable	MD	28-01-1961

I. Composition of Board of Directors**Disqualification of Directors under section 164 of the Companies Act, 2013**

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				
2	No				
3	No				
4	No				
5	No				
6	No				
7	No				
8	No				

I. Composition of Board of Directors

Sr	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Yes	16-09-2021	13-02-1995	16-09-2021			5	0	0	0			
2	NA		13-02-1995	13-09-2022			4	0	0	0			
3	NA		16-09-2008	12-09-2023			6	0	1	1			
4	NA		18-09-2018	18-09-2023		69.13	5	5	5	2			
5	NA		01-12-2019	01-12-2019		55	5	5	7	2			
6	NA		10-09-2020	10-09-2020		45.21	2	2	3	1			
7	NA		13-09-2022	13-09-2022		21.18	5	3	6	1			
8	NA		21-07-2023				1	0	1	0			

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	02985965	Pradeep Jyoti Banerjee	Non-Executive - Independent Director	Member	04-08-2022		
3	01588087	Abhay Bajjal	Executive Director	Member	21-07-2023		

Sr Text Block

Textual Information(1)

Date of Appointment of Ms. 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	01588087	Abhay Bajjal	Executive Director	Member	21-07-2023		

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							
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
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Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory								
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)	No. of Independent Directors attending the meeting*
1	08-01-2024				Yes	8	8	4
2	06-02-2024		28		Yes	8	8	4
3	20-03-2024		42		Yes	8	7	3
4		07-05-2024	47		Yes	8	7	4

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							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)
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)				
1	Audit Committee	05-02-2024				Yes	4	4	4	0
2	Audit Committee	07-05-2024	91			Yes	4	4	4	0
3	Nomination and remuneration committee	07-05-2024				Yes	3	3	2	0
4	Stakeholders Relationship Committee	05-02-2024				Yes	3	3	2	0
5	Stakeholders Relationship Committee	06-05-2024	90			Yes	3	3	2	0
6	Risk Management Committee	31-01-2024				Yes	3	3	2	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	Tridib Barat
2	Designation	Company Secretary and Compliance Officer

Text Block

Textual Information(1)

None.

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

Number of cyber security incidence or breaches or loss of data event occurred during the quarter

Sr.

Date of the event

Brief details of the event

Signatory Details

Name of signatory	Tridib Barat
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	18-07-2024