

BSE CORPORATE GOVERNANCE REPORT

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	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
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 Textual Information(1)

Whether the listed entity has a Regular Chairperson								Yes																	
Whether Chairperson is related to MD or CEO								No	Disqualification of Directors under section 164 of the Companies Act, 2013																
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	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 (Refer Regulation 17A(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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Saroj Kumar Poddar		00008654	Non-Executive - Non Independent Director	Chairperson related to Promoter		15-09-1945	No					Yes	16-09-2021	13-02-1995	16-09-2021			6	0	0	0		
2	Mr	Shyam Sunder Bhartia		00010484	Non-Executive - Non Independent Director	Not Applicable		09-11-1952	No					NA		13-02-1995	13-09-2022			4	0	1	0		
3	Mr	Chandra Shekhar Nopany		00014587	Non-Executive - Non Independent Director	Not Applicable		19-09-1965	No					NA		16-09-2008	10-09-2020			6	0	1	1		
4	Mr	Vivek Mehra		00101328	Non-Executive - Independent Director	Not Applicable		21-04-1955	No					NA		18-09-2018	18-09-2018		54.13	7	7	7	3		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

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	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 (Refer Regulation 17A(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)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Pradeep Jyoti Banerjee		02985965	Non-Executive - Independent Director	Not Applicable		19-10-1958	No					NA		01-12-2019	01-12-2019		40	5	5	8	2		
6	Mr	Gaurav Mathur		07610237	Executive Director	Not Applicable	MD	24-11-1968	No					NA		06-01-2020				1	0	1	0		
7	Mrs	Rita Menon		00064714	Non-Executive - Independent Director	Not Applicable		25-12-1951	No					NA		10-09-2020	10-09-2020		30.21	2	2	4	1		
8	Mr	Berjis Mino Desai		00153675	Non-Executive - Independent Director	Not Applicable		02-08-1956	No					NA		13-09-2022	13-09-2022		6.18	7	5	7	2		

Text Block

Textual Information(1)

1. Mr. Gaurav Mathur was appointed as Managing Director of the Company with effect from April 16, 2021.

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	07610237	Gaurav Mathur	Executive Director	Member	16-04-2021		
3	02985965	Pradeep Jyoti Banerjee	Non-Executive - Independent Director	Member	04-08-2022		

Sr Text Block

Textual Information(1)

Date of Appointment of Mrs. 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	07610237	Gaurav Mathur	Executive Director	Member	23-05-2020		

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

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	01-11-2022				Yes	8		
2		07-02-2023	97		Yes	8	8	4

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
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)	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)
1	Audit Committee	01-11-2022				Yes	3	3	3	0
2	Audit Committee	06-02-2023	96			Yes	4	4	4	0
3	Nomination and remuneration committee	01-11-2022				Yes	3	3	2	0
4	Nomination and remuneration committee	07-02-2023	97			Yes	3	3	2	0
5	Stakeholders Relationship Committee	01-11-2022				Yes	3	3	2	0
6	Stakeholders Relationship Committee	06-02-2023	96			Yes	3	3	2	0

Annexure 1**IV. Meeting of Committees**

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)	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)
7	Risk Management Committee	09-01-2023				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	RAJVEER SINGH
2	Designation	Company Secretary and Compliance Officer

Text Block	
Textual Information(1)	None.

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://investor.chambalfertilisers.com/CompanyProfile.aspx
2	Terms and conditions of appointment of independent directors	Yes		http://investor.chambalfertilisers.com/files/Terms_and_conditions_of_appointment_Independent_Directors.pdf
3	Composition of various committees of board of directors	Yes		http://investor.chambalfertilisers.com/BoardofDirectors.aspx
4	Code of conduct of board of directors and senior management personnel	Yes		http://investor.chambalfertilisers.com/files/Code_of_Conduct.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://investor.chambalfertilisers.com/files/Chambal_Whistle_Blower_Policy.pdf
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		http://investor.chambalfertilisers.com/files/Chambal_RPT_Policy.pdf
8	Policy for determining 'material' subsidiaries	Yes		http://investor.chambalfertilisers.com/files/Policy_on_Material_Subsiary.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		http://investor.chambalfertilisers.com/files/CFCL_Familiarization_Programme_Independent_Director.pdf

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://investor.chambalfertilisers.com/CompanyContactDetails.aspx
11	email address for grievance redressal and other relevant details	Yes		http://investor.chambalfertilisers.com/CompanyContactDetails.aspx
12	Financial results	Yes		http://investor.chambalfertilisers.com/Financial_Information.aspx
13	Shareholding pattern	Yes		http://investor.chambalfertilisers.com/Shareholding.aspx
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		http://investor.chambalfertilisers.com/EarningCallTranscripts.aspx
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		http://investor.chambalfertilisers.com/Published_Financial_Results_in_Newspapers.aspx and http://investor.chambalfertilisers.com/Other_Notice_Shareholders.aspx
18	Credit rating or revision in credit rating obtained	Yes		http://investor.chambalfertilisers.com/Credit_Rating.aspx
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		http://investor.chambalfertilisers.com/Subsidiary_Financials.aspx
20	Whether company has provided information under separate section on its website as per	Yes		http://investor.chambalfertilisers.com/Disclosures_Under_Regulation_46.aspx

	Regulation 46(2)			
21	Materiality Policy as per Regulation 30	Yes		http://investor.chambalfertilisers.com/files/Policy_for_determination_of_materiality_December_01_2015.pdf
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		http://investor.chambalfertilisers.com/files/Chambal_Distribution_Policy.pdf
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://www.chambalfertilisers.com/
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

Text Block

Textual Information(1)

Criteria of making payments to non-executive directors is disclosed in the Annual Report.

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

Annexure II		
1	Name of signatory	RAJVEER SINGH
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

Annexure II		
1	Name of signatory	RAJVEER SINGH
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	ANAND AGARWAL		
Designation	CFO		
Place	NEW DELHI		
Date	20-04-2023		

Text Block

Textual Information(3)

The affirmation is Not Applicable since no loans, guarantees, comfort letters or securities as mentioned in the affirmation has been given.

Signatory Details

Name of signatory	RAJVEER SINGH
Designation of person	Company Secretary and Compliance Officer
Place	NEW DELHI
Date	20-04-2023

**NSE CORPORATE GOVERNANCE REPORT
ANNEXURE I**

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Chambal Fertilisers and Chemicals Limited**
2. Quarter ending - **31-Mar-2023**

i. Composition of Board of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of Disqualification	End Date of Disqualification	Details of Disqualification	Current Status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to provision 17A (1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Saroj Kumar Poddar	00008654		C,NED		13-Feb-1995	16-Sep-2021			15-Sep-1945	No				Yes	16-Sep-2021	6	0	0	0			
Mr.	Shyam Sunder Bhartia	00010484		NED		13-Feb-1995	13-Sep-2022			09-Nov-1952	No				NA		4	0	1	0			
Mr.	Chandra Shekhar Nopany	00014587		NED		16-Sep-2008	10-Sep-2020			19-Sep-1965	No				NA		6	0	1	1		NRC	
Mr.	Vivek Mehra	00101328		ID		18-Sep-2018	18-Sep-2018		54.13	21-Apr-1955	No				NA		7	7	7	3		AC, RC, NRC	
Mr.	Pradeep Jyoti Banerjee	02985965		ID		01-Dec-2019	01-Dec-2019		40	19-Oct-1958	No				NA		5	5	8	2		AC, SC, RC, NRC	
Mr.	Gaurav Mathur	07610237		ED	MD	06-Jan-2020				24-Nov-1968	No				NA		1	0	1	0		SC, RC	
Mrs.	Rita Menon	00064714		ID		10-Sep-2020	10-Sep-2020			30.21	25-Dec-1951	No			NA		2	2	4	1		AC, SC	
Mr.	Berjis Minoo Desai	00153675		ID		13-Sep-2022	13-Sep-2022			6.18	02-Aug-1956	No			NA		7	5	7	2		AC	

Company Remarks	1. Mr. Gaurav Mathur was appointed as Managing Director of the Company with effect from April 16, 2021.
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Pradeep Jyoti Banerjee	ID	Chairperson	04-Aug-2022	
2	Vivek Mehra	ID	Member	29-Oct-2018	

3	Rita Menon	ID	Member	11-May-2021	
4	Berjis Minoo Desai	ID	Member	02-Nov-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Rita Menon	ID	Chairperson	04-Aug-2022	
2	Gaurav Mathur	ED	Member	16-Apr-2021	
3	Pradeep Jyoti Banerjee	ID	Member	04-Aug-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Vivek Mehra	ID	Chairperson	29-Oct-2018	
2	Pradeep Jyoti Banerjee	ID	Member	23-May-2020	
3	Gaurav Mathur	ED	Member	23-May-2020	

Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Vivek Mehra	ID	Chairperson	04-Aug-2022	
2	Chandra Shekhar Nopany	NED	Member	23-Jan-2010	
3	Pradeep Jyoti Banerjee	ID	Member	04-Aug-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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
01-Nov-2022	Yes	8		
07-Feb-2023	Yes	8	8	4

Company Remarks	
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Maximum gap between any two consecutive (in number of days)	97
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iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	01-Nov-2022	Yes	3	3	3	0
Audit Committee	06-Feb-2023	Yes	4	4	4	0
Nomination & Remuneration Committee	01-Nov-2022	Yes	3	3	2	0
Nomination & Remuneration Committee	07-Feb-2023	Yes	3	3	2	0
Stakeholders Relationship Committee	01-Nov-2022	Yes	3	3	2	0
Stakeholders Relationship Committee	06-Feb-2023	Yes	3	3	2	0
Risk Management Committee	09-Jan-2023	Yes	3	3	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	96

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

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**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 1000 listed entities) - **Yes**
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. - **Yes**
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.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

None.

Name : **RAJVEER SINGH**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		http://investor.chambalfertilisers.com/CompanyProfile.aspx
Terms and conditions of appointment of independent directors	Yes		http://investor.chambalfertilisers.com/files/Terms_and_conditions_of_appointment_Independent_Directors.pdf
Composition of various committees of board of directors	Yes		http://investor.chambalfertilisers.com/BoardofDirectors.aspx
Code of conduct of board of directors and senior management personnel	Yes		http://investor.chambalfertilisers.com/files/Code_of_Conduct.pdf
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://investor.chambalfertilisers.com/files/Chambal_Whistle_Blower_Policy.pdf
Criteria of making payments to non-executive directors	Not Applicable		
Policy on dealing with related party transactions	Yes		http://investor.chambalfertilisers.com/files/Chambal_RPT_Policy.pdf
Policy for determining 'material' subsidiaries	Yes		http://investor.chambalfertilisers.com/files/Policy_on_Material_Subsiary.pdf
Details of familiarization programs imparted to independent directors	Yes		http://investor.chambalfertilisers.com/files/CFCL_Familiarization_Programme_Independent_Director.pdf
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		http://investor.chambalfertilisers.com/CompanyContactDetails.aspx
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		http://investor.chambalfertilisers.com/CompanyContactDetails.aspx
Financial results	Yes		http://investor.chambalfertilisers.com/Financial_Information.aspx
Shareholding pattern	Yes		http://investor.chambalfertilisers.com/Shareholding.aspx
Details of agreements entered into with the media companies and/or their associates	Not Applicable		

Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		http://investor.chambalfertilisers.com/EarningCallTranscripts.aspx
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		http://investor.chambalfertilisers.com/Published_Financial_Results_in_Newspapers.aspx and http://investor.chambalfertilisers.com/Other_Notice_Shareholders.aspx
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		http://investor.chambalfertilisers.com/Credit_Rating.aspx
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		http://investor.chambalfertilisers.com/Subsidiary_Financials.aspx
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://investor.chambalfertilisers.com/Disclosures_Under_Regulation_46.aspx
Materiality Policy as per Regulation 30	Yes		http://investor.chambalfertilisers.com/files/Policy_for_determination_of_materiality_December_01_2015.pdf
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		http://investor.chambalfertilisers.com/files/Chambal_Distribution_Policy.pdf
It is certified that these contents on the website of the listed entity are correct.	Yes		https://www.chambalfertilisers.com/

II Annual Affirmations

Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	

<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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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. - **Yes**

Other Information	
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Name : **RAJVEER SINGH**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE IV

CHAMBLFERT	Chambal Fertilisers and Chemicals Limited	31- Mar-2023
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	NA	0	0
<i>Promoter Group or any other entity controlled by them</i>	NA	0	0
<i>Directors (including relatives) or any other entity</i>	NA	0	0

<i>controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>	NA	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>	NA	0	0
<i>Promoter Group or any other entity controlled by them</i>	NA	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	NA	0	0
<i>KMPs or any other entity controlled by them</i>	NA	0	0

(D) If the Listed Entity would like to provide any other information the same may be indicated here

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Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status

The affirmation is Not Applicable since no loans, guarantees, comfort letters or securities as mentioned in the affirmation has been given.

Name: ANAND AGARWAL
Designation: Chief Financial Officer
Place: NEW DELHI
Date: 20-Apr-2023