

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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	31-12-2023
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

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	Mrs	Rita Menon		00064714	Non-Executive - Independent Director	Not Applicable		25-12-1951
7	Mr	Berjis Minoos Desai		00153675	Non-Executive - Independent Director	Not Applicable		02-08-1956
8	Mr	Abhay Baijal		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)	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	1	0		
3	NA		16-09-2008	12-09-2023			6	0	1	1		
4	NA		18-09-2018	18-09-2023		63.13	6	6	6	2		
5	NA		01-12-2019	01-12-2019		49	5	5	8	2		
6	NA		10-09-2020	10-09-2020		39.21	2	2	3	1		
7	NA		13-09-2022	13-09-2022		15.18	7	5	6	2		
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.
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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 Baijal	Executive Director	Member	21-07-2023		

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	01588087	Abhay Baijal	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	

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	20-07-2023				Yes	8	7	4
2	08-08-2023		18		Yes	8	8	4
3		03-11-2023	86		Yes	8	8	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	07-08-2023				Yes	4	4	4	0
2	Audit Committee	02-11-2023	86			Yes	4	4	4	0
3	Nomination and remuneration committee	20-07-2023				Yes	3	3	2	0
4	Nomination and remuneration committee	03-11-2023	105			Yes	3	3	2	0
5	Stakeholders Relationship Committee	07-08-2023				Yes	3	3	2	0
6	Stakeholders Relationship Committee	02-11-2023	86			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	07-08-2023				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	Tridib Barat
2	Designation	Company Secretary and Compliance Officer

Text Block

Textual Information(1)	None.
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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
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Signatory Details

Name of signatory	Tridib Barat
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	18-01-2024

NSE CORPORATE GOVERNANCE REPORT

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Chambal Fertilizers & Chemicals Limited**

2. Quarter ending - **31-Dec-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?	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 [With reference to provision 17A(1)&17A(2)]	No of memberships in Audit/ Stakeholder Committee (s) including this entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this 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	5	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	12-Sep-2023			19-Sep-1965	No				NA		6	0	1	1	NRC		
Mr.	Vivek Mehra	00101328		ID		18-Sep-2018	18-Sep-2023		63.13	21-Apr-1955	No				NA		6	6	6	2	AC,RC,NRC		
Mr.	Pradeep Jyoti Banerjee	02985965		ID		01-Dec-2019	01-Dec-2019		49	19-Oct-1958	No				NA		5	5	8	2	AC,SC,RC,NRC		
Mrs.	Rita Menon	00064714		ID		10-Sep-2020	10-Sep-2020		39.21	25-Dec-1951	No				NA		2	2	3	1	AC,SC		
Mr.	Berjis Minoo Desai	00153675		ID		13-Sep-2022	13-Sep-2022		15.18	02-Aug-1956	No				NA		7	5	6	2	AC		
Mr.	Abhay Bajjal	01588087		ED	MD	21-Jul-2023				28-Jan-1961	No				NA		1	0	1	0	SC,RC		

Company Remarks	
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	Pradeep Jyoti Banerjee	ID	Member	04-Aug-2022	
3	Abhay Baijal	ED	Member	21-Jul-2023	

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	Abhay Baijal	ED	Member	21-Jul-2023	

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	Whether	Total Number	Number of Directors	No. of Independent
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(Enter dates of Previous quarter and Current quarter in chronological order)	requirement of Quorum met (Yes/No)	of Directors as on date of the meeting	present (All directors including Independent Director)	Directors attending the meeting
20-Jul-2023	Yes	8	7	4
08-Aug-2023	Yes	8	8	4
03-Nov-2023	Yes	8	8	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	86

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	07-Aug-2023	Yes	4	4	4	0
Audit Committee	02-Nov-2023	Yes	4	4	4	0
Nomination & Remuneration Committee	20-Jul-2023	Yes	3	3	2	0
Nomination & Remuneration Committee	03-Nov-2023	Yes	3	3	2	0
Stakeholders Relationship Committee	07-Aug-2023	Yes	3	3	2	0
Stakeholders Relationship Committee	02-Nov-2023	Yes	3	3	2	0
Risk Management	07-Aug-2023	Yes	3	3	2	0

nt Committee						
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Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	86

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.

Details of cyber security incidence

1. 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
2. Date of the Event	
3. Brief details of the event	

Name : **Tridib Barat**
Designation : **Company Secretary & Compliance Officer**