

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. **Name of Listed Entity** : **Chambal Fertilisers and Chemicals Limited**
 2. **Quarter ending** : **June 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	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	5	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

- 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.
- 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.

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)
February 10, 2017		May 2, 2017		46 Days
March 16, 2017		May 20, 2017		17 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	May 2, 2017	Yes- All members present	February 09, 2017	46 Days
	May 20, 2017	Yes-Three members present out of four members	March 16, 2017	17 Days
2. Stakeholders Relationship Committee	May 2, 2017	Yes- All members present	February 09, 2017	-
3. Nomination & Remuneration Committee	May 20, 2017	Yes- All members present	February 10, 2017	-
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. 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