

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Name of Listed Entity : Chambal Fertilisers and Chemicals Limited

2. Quarter ending : September 30, 2018

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	18.09.2018	-	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	15.09.2017	-	9	2	2
Ms.	Radha Singh	DIN - 02227854	Non-Executive - Independent	15.09.2017	8	2	5	1
Mr.	Marco Philipus Ardeshir Wadia	DIN - 00244357	Non-Executive - Independent	15.09.2017	8	6	10	3
Mr.	Aditya Narayan	DIN - 00012084	Non-Executive - Independent	Date of Appointment - 01.04.2015 Date of Cessation – 18.09.2018	3.5	3	2	1
Mr.	Nimesh Nagindas Kampani	DIN - 00009071	Non-Executive - Independent	15.09.2017	3	5	7	Nil
Mr.	Vivek Mehra	DIN – 000101328	Non-Executive - Independent	18.09.2018	5	4	4	Nil

1. Mr. Aditya Narayan ceased to be Director of the Company upon completion of his tenure on September 18, 2018. The details of his directorships/ committee positions are as at the time of cessation.

2. Number of memberships in Audit Committee / Stakeholders Relationship Committee includes chairpersonships of these committees in all public limited companies.

<b>II. Composition of Committees</b>				
<b>Name of Committee</b>	<b>Name of Committee members</b>		<b>Category (Chairperson /Executive/Non-Executive/independent/Nominee)</b>	
1. Audit Committee	Mr. Marco Philippos Ardeshir Wadia		Chairperson - Non-Executive- Independent	
	Ms. Radha Singh		Non-Executive - Independent	
	Mr. Aditya Narayan		Non-Executive - Independent	
	Mr. Nimesh Nagindas Kampani		Non-Executive - Independent	
2. Nomination & Remuneration Committee	Ms. Radha Singh		Chairperson - Non-Executive - Independent	
	Mr. Chandra Shekhar Nopany		Non-Executive	
	Mr. Marco Philippos Ardeshir Wadia		Non-Executive - Independent	
3. Stakeholders Relationship Committee	Ms. Radha Singh		Chairperson- Non-Executive - Independent	
	Mr. Marco Philippos Ardeshir Wadia		Non-Executive - Independent	
	Mr. Anil Kapoor		Executive	
<b>Notes:</b>				
1. Mr. Aditya Narayan ceased to be Director and member of Audit Committee on September 18, 2018.				
2. The Company has voluntarily constituted Risk Management Committee.				
<b>III. Meeting of Board of Directors</b>				
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>		<b>Maximum gap between any two consecutive (in number of days)</b>	
May 10, 2018	July 24, 2018		74	
<b>IV. Meeting of Committees</b>				
<b>Name of Committee</b>	<b>Date(s) of meeting of the Committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the Committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
1. Audit Committee	July 23, 2018	Yes - Three members present out of four members	May 09, 2018	74
2. Stakeholders Relationship Committee	July 23, 2018	Yes - All members present	May 09, 2018	-
3. Nomination & Remuneration Committee	July 24, 2018	Yes - All members present	May 09, 2018	-
<b>V. Related Party Transactions</b>				
<b>Subject</b>			<b>Compliance Status (Yes/No/NA)</b>	
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	
<b>VI. Affirmations</b>				

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.

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE HALF YEAR ENDED SEPTEMBER 30, 2018**

<b>I. Affirmations</b>		
<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes