(Corporate Governance Report) General information about company 500085 Scrip code NSE Symbol **CHAMBLFERT** MSEI Symbol NOTLISTED ISIN INE085A01013 Chambal Fertilisers and Chemicals Limited Name of the entity Date of start of financial year 01-04-2019 Date of end of financial year 31-03-2020 Reporting Quarter Yearly 31-03-2020 Date of Report Applicable Risk management committee 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) Wether the listed entity has a Regular Chairperson Yes Whether Chairperson is related to MD or CEO No of post of No of Number of Chairperson in No of Independent memberships Audit/ Directorship Directorship Whether in Audit/ Stakeholder in listed special in listed Stakeholder Committee Tenure entities resolution Date of entities Committee(s) held in listed Initial Date including Name Category Date of Category 2 Date of Reincluding (Mr passed? passing Date of including this entities Category 1 of the PAN DIN 3 of of this listed of [Refer Reg. of directors of directors special appointment this listed listed entity including this Birth entity (Refer Director directors appointmen Ms) 17(1A) of resolution entity (Refer (Refer listed entity months) Regulation Regulation Listing Regulation (Refer 17A of Regulations] 17A(1) of 26(1) of Regulation Listing Listing Listing 26(1) of Regulations) Regulations Regulations) Listing Regulations) Non-Chairperson 15-Saroj Executive -13-02-1995 00008654 18-09-2018 Mr Non related to 09-NA 0 0 Kumar Poddar Independent Promoter 1945 Director Non-09-Shyam Executive -Not 28-09-2019 Mr 11-NA 13-02-1995 Sunder 00010484 Non Applicable 1952 Bhartia Independent Director 16-Anil Executive Mr 00032299 NA 16-02-2007 16-02-2020 MD 08-Director Applicable Kapoor 1953 Non-Chandra Executive -Not Mr 00014587 09-NA 16-09-2008 15-09-2017 2 Shekhar Non Applicable Nopany Independent 1965 Director I. Composition of Board of Directors Disclosure of notes on composition of board of directors explanatory Wether the listed entity has a Regular Chairperson No of Number of No of Independent memberships Directorship Directorship Whether in Audit/ in listed in listed special Stakeholder Tenure entities entities Title resolution Date of Committee(s) Name of Category Date **Initial Date** including including Category 2 of (Mr Category 1 passed? passing Date of Re-Date of including this the PAN DIN 3 of of this listed this listed [Refer Reg. listed entity of directors special appointment cessation Birth appointment Director directors directors entity (Refer entity Ms) 17(1A) of resolution (Refer Regulation (Refer months) Listing Regulation 17A of Regulation Regulations] 26(1) of 17A(1) of Listing Listing Regulations) Listing Regulations) Regulations Non-24-Radha Executive -Not 02227854 66 Ms 11-18-09-2014 15-09-2017 NA Singh Independent Applicable 1946 Director Marco Non-30-Philippus Executive -Not Mr 01-NA 18-09-2014 15-09-2017 66 10 00244357 Ardeshir Independent Applicable 1956 Wadia Director Non-30-Nimesh Executive Not Mr 00009071 09-NA 15-09-2017 30 Nagindas Independent Applicable 1946 Director Non-21-Vivek Executive -Mr 00101328 04-18-09-2018 18 NA Mehra Applicable Independent 1955 Director I. Composition of Board of Directors Disclosure of notes on composition of board of directors explanatory Wether the listed entity has a Regular Chairperson No of Number of No of Independent memberships Directorship Directorship Whether in Audit/ in listed in listed special Stakeholder Tenure entities entities Committee(s) Title resolution Date of Category Initial Date including Name of Date of including Category 2 (Mr Date of Re-Date of including this Category 1 passed? passing PAN DIN 3 of this listed the of of director this listed of directors [Refer Reg. special appointment listed entity appointmei directors directors Birth Director entity (Refer entity Ms) 17(1A) of resolution (Refer months) Regulation (Refer Listing Regulation 17A of Regulation 26(1) of Regulations] 17A(1) of Listing Listing Listing Regulations) Regulations) Regulations Non-Pradeep 19-Executive -MrJyoti 02985965 10-NA 01-12-2019 Independent Applicable 1958 Banerjee Director Gaurav Executive Not 10 11-NA 06-01-2020 07610237 Mathur Director Applicable 1968 **Text Block** Notes: 1. Number of chairpersonships in Audit Committee / Stakeholders Relationship Committee includes chairpersonships of these committees in all public limited companies whether listed or not. Textual Information(1) 2. Initial date of appointment of Ms. Radha Singh and Mr. Marco Philippus Ardeshir Wadia is in accordance with the provisions of Companies Act, 2013. 3. Tenure (months) has been rounded off. **Audit Committee Details** Whether the Audit Committee has a Regular Chairperson Yes Name of Committee Date of DIN Category 2 of Date of Category 1 of directors Remarks members Appointment Number directors Cessation Marco Philippus Non-Executive - Independent 00244357 11-04-2000 Chairperson Ardeshir Wadia Director Nimesh Nagindas Non-Executive - Independent 00009071 Member 24-10-2017 Kampani Director Non-Executive - Independent 00101328 Vivek Mehra Member 29-10-2018 Director Non-Executive - Independent Radha Singh 02227854 Member 16-09-2011 Director Nomination and remuneration committee Whether the Nomination and remuneration committee has a Regular Chairperson Yes DIN Date of Name of Committee Category 2 of Date of Category 1 of directors Sr Remarks Number members directors Appointment Cessation Non-Executive - Independent 02227854 Radha Singh Chairperson 08-08-2014 Director Chandra Shekhar Non-Executive - Non 0001458 Member 23-01-2010 Nopany Independent Director Marco Philippus Non-Executive - Independent 00244357 Member 25-10-2005 Ardeshir Wadia Director **Stakeholders Relationship Committee** Whether the Stakeholders Relationship Committee has a Regular Chairperson Yes DIN Name of Committee Category 2 of Date of Date of Category 1 of directors Remarks Number members directors Appointment Cessation Non-Executive - Independent 02227854 Radha Singh Chairperson 16-09-2011 Director Marco Philippus Non-Executive - Independent 00244357 Member 08-08-2014 Ardeshir Wadia Director 00032299 Anil Kapoor **Executive Director** Member 16-02-2007 **Risk Management Committee** Whether the Risk Management Committee has a Regular Chairperson Yes DIN Name of Committee Category 2 of Date of Date of Category 1 of directors Remarks Number members directors Appointment Cessation Non-Executive - Non Chairperson 00010484 Shyam Sunder Bhartia 01-04-2015 **Independent Director** 00032299 | Anil Kapoor **Executive Director** Member 01-04-2015 Non-Executive - Independent 00101328 Vivek Mehra Member 29-10-2018 Director **Corporate Social Responsibility Committee** Whether the Corporate Social Responsibility Committee has a Regular Chairperson Yes Date of DIN Name of Committee Category 1 of Category 2 of Date of Remarks Number members directors directors Appointment Cessation **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 Notes for Whether Date(s) of Date(s) of meeting Number of No. of Independent Maximum gap between requirement of meeting (if any) not Directors (if any) in the any two consecutive (in Directors attending providing in the current Quorum met number of days) previous quarter the meeting* present* Date (Yes/No) quarter Yes 08-11-2019 37 16-12-2019 Yes 8 5 46 Yes 4 01-02-2020 04-03-2020 31 8 3 Yes **Annexure 1 IV. Meeting of Committees** Textual Disclosure of notes on meeting of committees explanatory Information(1) No. of Whether Independent Date(s) of meeting (Enter Reson for Maximum gap Name of requirement Number of Name of dates of Previous quarter between any two Directors of Quorum other Directors providing attending Committee and Current quarter in consecutive (in committee met present* chronological order) number of days) the (Yes/No) meeting* Audit 07-11-2019 Yes 3 3 Committee Audit 16-12-2019 38 Yes Committee Audit 01-02-2020 46 3 Yes Committee Stakeholders Relationship 07-11-2019 2 Yes Committee Stakeholders Relationship 01-02-2020 85 3 Yes 2 Committee Stakeholders Relationship 25-02-2020 23 Yes 2 Committee **Annexure 1 IV. Meeting of Committees** No. of Whether Date(s) of meeting (Enter Maximum gap Reson for Number Name of requirement Independent between any two Name of dates of Previous quarter and not of other of Quorum Directors consecutive (in Directors Committee Current quarter in providing committee attending the met chronological order) number of days) date present* meeting* (Yes/No) Nomination and 08-11-2019 Yes 2 remuneration committee Risk Management | 07-11-2019 Yes Committee **Text Block** Textual Information(1) The meeting of Audit Committee held on 07.11.2019 was adjourned to and concluded on 08.11.2019. **Annexure 1 V. Related Party Transactions** If status is Nordetails of non-Compliance status Sr Subject (Yes/No/NA) compliance may be given here. Whether prior approval of audit committee obtained Yes Whether shareholder approval obtained for material RPT NA Whether details of RPT entered into pursuant to omnibus approval Yes have been reviewed by Audit Committee Annexure 1 VI. Affirmations Compliance Sr | Subject status (Yes/No) The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Yes Regulations, 2015 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Yes Regulations, 2015 a. Audit Committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Yes Regulations, 2015. b. Nomination & remuneration committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Yes Regulations, 2015. c. Stakeholders relationship committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Yes Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities) The committee members have been made aware of their powers, role and responsibilities as specified in SEBI Yes (Listing obligations and disclosure requirements) Regulations, 2015. The meetings of the board of directors and the above committees have been conducted in the manner as specified in Yes SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Textual Any comments/observations/advice of Board of Directors may be mentioned here: Information(1) **Annexure 1** Subject Compliance status Name of signatory Rajveer Singh Company Secretary and Compliance Officer Designation **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 If status is Nodetails of non-Compliance status Sr Item Web address (Yes/No/NA) compliance may be given here. Details of business Yes www.chambalfertilisers.com Terms and conditions of appointment of Yes www.chambalfertilisers.com independent directors Composition of various committees of Yes www.chambalfertilisers.com board of directors Code of conduct of board of directors and Yes www.chambalfertilisers.com senior management personnel Details of establishment of vigil Yes www.chambalfertilisers.com mechanism/ Whistle Blower policy Criteria of making payments to non-NA executive directors Policy on dealing with related party Yes www.chambalfertilisers.com transactions Policy for determining material Subsidiaries Yes www.chambalfertilisers.com Details of familiarization programmes Yes www.chambalfertilisers.com imparted to independent directors **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 Compliance If status is Noldetails Sr Item status of non-compliance Web address (Yes/No/NA) may be given here. Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor Yes www.chambalfertilisers.com grievances Yes email address for grievance redressal and other relevant details www.chambalfertilisers.com 12 | Financial results Yes www.chambalfertilisers.com Shareholding pattern Yes www.chambalfertilisers.com Details of agreements entered into with the media companies NA and/or their associates Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or www.chambalfertilisers.com Yes institutional investors simultaneously with submission to stock NA 16 New name and the old name of the listed entity Advertisements as per regulation 47 (1) Yes www.chambalfertilisers.com Yes Credit rating or revision in credit rating obtained www.chambalfertilisers.com Separate audited financial statements of each subsidiary of the Yes www.chambalfertilisers.com listed entity in respect of a relevant financial year Whether company has provided information under separate Yes www.chambalfertilisers.com section on its website as per Regulation 46(2) Materiality Policy as per Regulation 30 Yes www.chambalfertilisers.com Dividend Distribution policy as per Regulation 43A (as Yes www.chambalfertilisers.com applicable) It is certified that these contents on the website of the listed Yes www.chambalfertilisers.com entity are correct Disclosure of notes on website in terms of Listing Regulations explantory [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** Compliance status | If status is Nodetails of non-Regulation Particulars Number (Yes/No/NA) compliance may be given here. Independent director(s) have been appointed in terms of 16(1)(b) & Yes specified criteria of Independence and/or eligibility 25(6) 17(1), **Board composition** 17(1A) & Yes 17(1B) Meeting of Board of directors 17(2) Yes Quorum of Board meeting 17(2A) Yes **Review of Compliance Reports** 17(3) Yes Plans for orderly succession for appointments 17(4) Yes Code of Conduct Yes 17(5) 17(6) Fees/compensation Yes **Minimum Information** 17(7) Yes 17(8) Yes Compliance Certificate **Annexure II II. Annual Affirmations** If status is Noldetails of non-compliance Regulation Compliance status Particulars Number (Yes/No/NA) may be given here. Risk Assessment & Management 17(9) Yes Performance Evaluation of Independent 17(10) Yes Directors 17(11) 13 Recommendation of Board Yes Maximum number of Directorships 17A Yes 18(1) Yes Composition of Audit Committee Yes 18(2) 16 | Meeting of Audit Committee Composition of nomination & remuneration 19(1) & (2) Yes committee Quorum of Nomination and Remuneration 19(2A) Yes Committee meeting Meeting of Nomination and Remuneration 19(3A) Yes Committee 20(1), 20(2) & Composition of Stakeholder Relationship Yes 20(2A) Committee **Annexure II II. Annual Affirmations** If status is Noldetails of non-Compliance status Regulation Particulars Number (Yes/No/NA) compliance may be given here. 21 Meeting of Stakeholders Relationship Committee Yes 20(3A) 22 Composition and role of risk management committee 21(1),(2),(3),(4) Yes 23 | Meeting of Risk Management Committee 21(3A) Yes 22 Yes Vigil Mechanism 23(1),(1A),(5), Yes Policy for related party Transaction (6),(7) & (8) Prior or Omnibus approval of Audit Committee for 23(2), (3) Yes all related party transactions NA Approval for material related party transactions 23(4) Disclosure of related party transactions on 23(9) Yes consolidated basis Composition of Board of Directors of unlisted NA 24(1) material Subsidiary Other Corporate Governance requirements with 24(2),(3),(4),(5) Yes respect to subsidiary of listed entity & (6) **Annexure II II. Annual Affirmations** Compliance If status is Noldetails of non-Regulation Sr | Particulars status Number compliance may be given here. (Yes/No/NA) Yes Annual Secretarial Compliance Report 24(A) 32 | Alternate Director to Independent Director NA 25(1) 33 Maximum Tenure 25(2) 25(3) & Meeting of independent directors Yes (4) Yes 35 | Familiarization of independent directors 25(7) 25(8) & Declaration from Independent Director Yes (9) 25(10) D & O Insurance for Independent Directors Yes Memberships in Committees 26(1) Yes Affirmation with compliance to code of conduct from members of 26(3) Yes Board of Directors and Senior management personnel 26(4) Yes Disclosure of Shareholding by Non-Executive Directors Policy with respect to Obligations of directors and senior 26(2) & Yes 26(5) Any other information to be provided - Add Notes

Annexure II

Company Secretary and Compliance Officer

Annexure II

Annexure II

Company Secretary and Compliance Officer

Signatory Details

Company Secretary and Compliance Officer

Compliance status

(Yes/No/NA)

Yes

Rajveer Singh

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with

Rajveer Singh

Rajveer Singh

New Delhi

12-05-2020

Name of signatory

Designation

III. Affirmations

Particulars

respect to subsidiary of Listed Entity have been complied

Any other information to be provided

Name of signatory

Designation

Name of signatory

Place

Date

Designation of person

Notes for

not

providing

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DIN

No of post

Chairperson

in Audit/

Stakeholder

Committee

held in listed

entities

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(NSE Corporate Governance Report)

ANNEXURE I

<u>Formattobesubmittedbylistedentityonguarterlybasis</u>

1. NameofListedEntity -Chambal Fertilizers & Chemicals Limited

2. Quarterending - 31-Mar-2020

i. Composition Of Board Of Director

Ti tl e (M r. / M s)	Nameo ftheDir ector	DIN	Cat ego ry(C hair per son /Exe cutiv e/No n- Exec utive/ Inde pend ent/ Nomi nee)	Su b Ca te go ry	Init ial Da te of Ap poi nt me nt	D at e of A p p oi nt m e nt	Dat eof cess atio n	Te nu re	Dat e of Birt h	Whe the special resolution passed?	Dat e of pas sin g spe cial res olut ion	No. of Direct or ship in listed entities in clud in ghis slis	No of Indepen dent Director ship in listed entities includin g this listed entity	Noofm ember shipsi nAudit /Stake holder Comm ittee(s) includi ngthisl istede ntity	Noof post of Ch airpe rsoni nAud it/Sta keho Ider Com mitte ehel dinlis tede ntitie sincl udin gthisl isted entit y	Me mb ers hip in Co m mit tee s of the Co mp an y	Remarks
Mr.	Saroj Kumar Poddar	0000865	C,N ED		13- Feb- 199 5	18- Se p- 20			15- Se p- 19	N A		en tit y	0	0	0		
Mr.	Shyam Sunder Bhartia	0001048	NED		13- Feb- 199 5	18 28- Se p- 20 19			45 09- No v- 19 52	N A		3	0	2	0	RMC	
Mr.	Anil Kapoor	0003229	ED	MD	16- Feb- 200	16- Fe b-			16- Au g-	N A		1	0	1	0	SC,R C	

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				/	20			53								
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Mr.	Chandr	0001458	NED	16-	15-			19-	N		7	0	2	2	NKC	
	a C11-1	7		Sep-	Se			Se	Α							
	Shekha			200	p-			p-								
	r			8	20			19								
	Nopan				17			65								
7.5	у			1.0												
Ms.	Radha	0222785	ID	18-	15-		66	24-	N		1	1	3	1	AC,S	
	Singh	4		Sep-	Se			No	Α						C,N	
				201	p-			V-							RC	
				4	20			19								
					17			46								
Mr.	Marco	0024435	ID	18-	15-		66	30-	N		6	6	10	5	AC,S	
	Philipp	7		Sep-	Se			Jan	Α						C,N	
	us			201	p-			-							RC	
	Ardesh			4	20			19								
	ir				17			56								
	Wadia															
Mr.	Nimes	0000907	ID	15-	15-		30	30-	N		2	1	3	1	AC	
	h	1		Sep-	Se			Se	Α							
	Nagind			201	p-			p-								
	as			7	20			19								
	Kampa				17			46								
	ni															
Mr.	Vivek	0010132	ID	18-	18-		18	21-	N		5	5	6	2	AC,	
	Mehra	8		Sep-	Se			Ap	Α						RC	
				201	p-			r-								
				8	20			19								
					18			55								
Mr.	Pradee	0298596	ID	01-	01-		4	19-	N		3	3	4	0		
1,111.	p Jyoti	5		Dec	De		•	Oct	A				'			
	Banerj			-	c-			-	11							
	ee			201	20			19								
	CC			9	19			58								
Mr.	Gaurav	0761023	ED	06-	06-			24-	N		1	0	0	0		
IVII.	Mathur	7		Jan-				24- No			1	0	U	U		
	iviailiuf	/		202	Jan -				A			1				
				0	20			V-				1				
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					20			68				1				
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		<u>i </u>				I			<u> </u>	<u> </u>	<u> </u>	I	<u>1</u>			

ii. Compositionof Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Marco Philippus Ardeshir Wadia	ID	Chairperson	11-Apr-2000	
2	Nimesh Nagindas Kampani	ID	Member	24-Oct-2017	
3	Vivek Mehra	ID	Member	29-Oct-2018	
4	Radha Singh	ID	Member	16-Sep-2011	

Company Remarks	
Whether Permanent	Yes
chairperson appointed	

b. Stakeholders RelationshipCommittee

ο.	otalionolacio itolationoliipool				
Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Radha Singh	ID	Chairperson	16-Sep-2011	
2	Marco Philippus Ardeshir Wadia	ID	Member	08-Aug-2014	
3	Anil Kapoor	ED	Member	16-Feb-2007	

Company Remarks	
Whether Permanent	Yes
chairperson appointed	

c. Risk ManagementCommittee

٠.	The transfer of the transfer o				
Sr.	Name of the Director	Category	Chairperson/Membership	Appointment	Cessation Date
No.				Date	
1	Shyam Sunder Bhartia	NED	Chairperson	01-Apr-2015	
2	Anil Kapoor	ED	Member	01-Apr-2015	
3	Vivek Mehra	ID	Member	29-Oct-2018	

Company Remarks	
Whether Permanent	Yes
chairperson appointed	

d. Nomination and RemunerationCommittee

Sr.	Name of the Director	Category	Chairperson/Membership	Appointment	Cessation Date
No.				Date	
1	Radha Singh	ID	Chairperson	08-Aug-2014	
2	Chandra Shekhar Nopany	NED	Member	23-Jan-2010	

Company Remarks	Notes: 1. Number of chairpersonships in Audit Committee / Stakeholders Relationship Committee includes chairpersonships of these committees in all public limited companies whether listed or not. 2. Initial date of appointment of Ms. Radha Singh and Mr. Marco Philippus Ardeshir Wadia is in accordance with the provisions of Companies Act, 2013.
	3.Tenure (months) has been rounded off.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD orCEO	No

3	Marco Philippus Ardeshir	ID	Member	25-Oct-2005	
	Wadia				

Company Remarks	
Whether Permanent	Yes
chairperson appointed	

iii. MeetingofBoardofDirectors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
08-Nov-2019	01-Feb-2020	Yes	9	4
16-Dec-2019	04-Mar-2020	Yes	8	3

Company Remarks	
Maximum gap between any	46
two consecutive (in number of	
days)	

iv. MeetingofCommittees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	07-Nov-2019		Yes	3	3
Audit Committee	16-Dec-2019		Yes	4	4
Audit Committee		01-Feb-2020	Yes	3	3
Stakeholders Relationship Committee	07-Nov-2019		Yes	3	2
Stakeholders Relationship Committee		01-Feb-2020	Yes	3	2
Stakeholders Relationship Committee		25-Feb-2020	Yes	2	1
Nomination & Remuneration Committee	08-Nov-2019		Yes	3	2
Risk Management Committee	07-Nov-2019		Yes	2	1

Company Remarks	The meeting of Audit Committee held on 07.11.2019 was adjourned to and concluded on 08.11.2019.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	46

v. RelatedPartyTransactions

Subject	Compliancestatus(Y
Whetherpriorapprovalofauditcommitteeobtained	Yes
WhethershareholderapprovalobtainedformaterialRPT	Not Applicable
Whether details of RPT entered into pursuant too mnibus approval have been reviewed by Audit Committee and the committee of	Yes

VI. Affirmations

- ThecompositionofBoardofDirectorsisintermsofSEBI(Listingobligationsanddisclosurerequirements)R equiations, 2015. - Yes
- 2. ThecompositionofthefollowingcommitteesisintermsofSEBI(Listingobligationsanddisclosurerequirem ents)Regulations,2015
 - a. AuditCommittee Yes
 - b. Nomination&remunerationcommittee Yes
 - c. Stakeholdersrelationshipcommittee Yes
 - d. Riskmanagementcommittee(applicabletothetop100listedentities) Yes
- 3. Thecommitteemembershavebeenmadeawareoftheirpowers,roleandresponsibilitiesasspecifiedinSE BI(Listingobligationsanddisclosurerequirements)Regulations,2015. Yes
- 4. Themeetingsoftheboardofdirectorsandtheabovecommitteeshavebeenconductedinthemannerasspec ifiedinSEBI(Listingobligationsanddisclosurerequirements)Regulations, 2015.- Yes
- 5. a. Thisreportand/orthereportsubmittedinthepreviousquarterhasbeenplacedbeforeBoardofDirectors.-Yes
 - b. Anycomments/observations/adviceofBoardofDirectorsmaybementionedhere:

None	

Name : RAJVEER SINGH

Designation : Company Secretary & Compliance Officer

ANNEXUREII

$\underline{Formattobe submitted by listed entity at the end of the financial year (for the whole of financial year)}$

Item	Complianc estatus _{(Ye}	Company Remark	Website
As per regulation 46(2) of the LODR:			
Detailsofbusiness	Yes		www.chambalfertilisers.com
Terms andconditions of appointment of independent directors	Yes		www.chambalfertilisers.com
Composition of various committees of board of directors	Yes		www.chambalfertilisers.con
Code of conductof board of directorsandsenior management personnel	Yes		www.chambalfertilisers.con
Details of establishment ofvigil mechanism/ Whistle Blower policy	Yes		www.chambalfertilisers.con
Criteria of making payments to non- executive directors	Not Applicable		
Policy on dealing with related party transactions	Yes		www.chambalfertilisers.con
Policy for determining 'material' subsidiaries			www.chambalfertilisers.con
Details of familiarization programs imparted to independent directors	Yes		www.chambalfertilisers.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		www.chambalfertilisers.con
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		www.chambalfertilisers.com
Financial results	Yes		www.chambalfertilisers.con
Shareholding pattern	Yes		www.chambalfertilisers.con
Details of agreements entered intowith the	Not		
media companies and/or their associates Schedule of analyst or institutional investor meet and presentations madeby the listed entity to analysts or institutional investors simultaneously withsubmission to stock exchange	Applicable Yes		www.chambalfertilisers.con
New name and the old name ofthe listed	Not		
entity	Applicable		
Advertisements as per regulation 47 (1)	Yes		www.chambalfertilisers.com
Credit rating or revision in credit rating obtained by the entity for all itsoutstanding instruments obtained	Yes		www.chambalfertilisers.com
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.chambalfertilisers.cor
As per other regulations of the LODR:			

	1		1		
Whether company has provided information				Ŋ	www.chambalfertilisers.com
under separate section on its website as	Yes				
per Regulation 46(2)					
Materiality Policy as per Regulation 30	Yes				www.chambalfertilisers.com
Dividend Distribution policy as per	Yes			Ŋ	www.chambalfertilisers.com
Regulation 43A (as applicable)					
It is certified that these contents on the	Yes			,	www.chambalfertilisers.com
website of the listed entity are correct.					
IIAnnualAffirmations					
Particulars		Regulati	onNumber		Company
				iances	Remark
	,	40(4)(1)	2.05(0)	tatus,	
Independent director(s)havebeenappointed	1	16(1)(b)	£ 25(6)	Vaa	
in				Yes	
termsofspecifiedcriteriaof'independence'an		4=(4) 4=			
Board composition		17(1), 17	(1A) &	Yes	
		17(1B)			
Meeting ofBoardofdirectors		17(2)		Yes	
Quorum of Board meeting		17(2A)		Yes	
Review ofComplianceReports		17(3)		Yes	
Plans for orderlysuccession for		17(4)		Yes	
appointments					
CodeofConduct		17(5)		Yes	
Fees/compensation		17(6)		Yes	
Minimum Information		17(7)		Yes	
ComplianceCertificate		17(8)		Yes	
RiskAssessment&Management				Yes	
PerformanceEvaluationof Independent		17(10)		Yes	
<i>Directors</i>					
Recommendation of Board		17(11)		Yes	
Maximum number of directorship		17A		Yes	
Compositionof Audit Committee		18(1)		Yes	
MeetingofAuditCommittee		18(2)		Yes	
Compositionofnomination&remunerationcol	m	19(1) & (2)	Yes	
mittee		(.) (_/		
Quorum of Nomination and Remuneration				Yes	
Committee meeting		19(2A)		163	
Meeting of nomination & remuneration		. • (=, ,)		Yes	
committee		19(3A)		163	
CompositionofStakeholderRelationshipCom	7	20(1), 20)(2) and	Yes	
mittee		20(2A)	(=) ••	163	
Meeting of stakeholder relationship		(_, ,		Yes	
committee		20(3A)		163	
Composition and role of risk management		21(1),(2)	(3) (4)	Yes	
committee		_ ' (' /) (_ /	,(=),(')	163	
Meeting of Risk Management Committee		22		Yes	
Vigil Mechanism		22		Yes	
Policy forrelatedparty Transaction		23(1),(1)	1) (5) (6		
Prior		23(1),(1)		Yes	
ากเก orOmnibusapprovalofAuditCommitteeforall		23(2), (3)	1	Yes	
Approval formaterialrelated party		23/41		Nigh Assistant	10
transactions		23(4)		Not Applicab	ie
		22/01		V	
Disclosure of related party transactions on consolidated basis		23(9)		Yes	
כטווטטוועמנכע טמטוט				<u> </u>	

Compositionof Board ofDirectorsofunlistedmaterialSubsidiary	24(1)	Not Applicable
Other CorporateGovernancerequirements with respecttosubsidiaryoflistedentity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report Alternate Director to Independent Director	24(A) 25(1)	Yes
Maximum Tenure	25(2)	Not Applicable Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization ofindependentdirectors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmationwithcompliancetocode of conductfrommembersof Board of Directors and Seniormanagement personnel	26(3)	Yes
DisclosureofShareholdingbyNon- Executive Directors	26(4)	Yes
Policy withrespecttoObligationsof directors	26(2) & 26(5)	Yes

Other Information	

IIIAffirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to the properties of the Corporate Governance and the Corporate Governance requirements with respect to the Corporate Governance and the Corporate Governance Governance and the Corporate Governance Governance Governance Governance Governance Governance Governance Governance Govct to subsidiary of Listed Entity have been complied. -Yes

Other Information	
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Name

Rajveer Singh Company Secretary & Compliance Officer Designation