

**General information about company**

Scrip code	507794
NSE Symbol	KHAICHEM
MSEI Symbol	NA
ISIN	INE745B01028
Name of the entity	KHAITAN CHEMICALS AND FERTILIZERS 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 1000 listed entities

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Board of directors explanatory																
Company has a Regular Chairperson			Yes													
Company is related to MD or CEO			Yes													
			Disqualification of Directors under section 164 of the Companies Act, 2013													
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)
Executive director	Chairperson	MD	26-12-1955	No				Active	NA		29-06-1983	01-04-2022		36	2	0
Executive director	Not Applicable	MD	25-04-1991	No				Active	NA		20-05-2014	01-02-2021		36	1	0
Executive director	Not Applicable		16-11-1943	No				Active	NA		15-11-2014	22-04-2022		36	1	0
Non-Executive - Independent director	Not Applicable		18-12-1957	No				Active	NA		18-05-2011	01-04-2019		60	1	1

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

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 Directorshi in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulation
Non-Executive - Independent Director	Not Applicable		15-06-1962	No				Active	NA		31-10-2011	01-04-2019		60	1	1
Non-Executive - Independent Director	Not Applicable		14-03-1946	No				Active	Yes	09-08-2019	07-08-2014	07-08-2019		60	1	1

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	05105269	BALMUKUND DAKHERA	Non-Executive - Independent Director	Chairperson	31-10-2011		
2	03511193	VIJAY GUPTA	Non-Executive - Independent Director	Member	29-07-2011		
3	06886533	VEENA CHADHA	Non-Executive - Independent Director	Member	05-08-2015		

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	05105269	BALMUKUND DAKHERA	Non-Executive - Independent Director	Chairperson	31-10-2011		
2	03511193	VIJAY GUPTA	Non-Executive - Independent Director	Member	29-07-2011		
3	06886533	VEENA CHADHA	Non-Executive - Independent Director	Member	05-08-2015		

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	03511193	VIJAY GUPTA	Non-Executive - Independent Director	Chairperson	29-07-2011		
2	06886533	VEENA CHADHA	Non-Executive - Independent Director	Member	05-08-2015		
3	05105269	BALMUKUND DAKHERA	Non-Executive - Independent Director	Member	09-05-2019		

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	03021454	UTSAV KHAITAN	Executive Director	Chairperson	22-04-2022		
2	05105269	BALMUKUND DAKHERA	Non-Executive - Independent Director	Member	22-04-2022		
3	03511193	VIJAY GUPTA	Non-Executive - Independent Director	Member	22-04-2022		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility 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	02758763	JAGDISH LAL JAJOO	Executive Director	Chairperson	15-11-2014		
2	03021454	UTSAV KHAITAN	Executive Director	Member	20-05-2014		
3	05105269	BALMUKUND DAKHERA	Non-Executive - Independent Director	Member	15-11-2014		
4	03511193	VIJAY GUPTA	Non-Executive - Independent Director	Member	20-05-2014		
5	06886533	VEENA CHADHA	Non-Executive - Independent Director	Member	05-08-2015		



<b>Other Committee</b>						
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	05-11-2022				Yes	6	6	3
2		23-01-2023	78		Yes	6	6	3

**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	05-11-2022				Yes	3	3	3	0
2	Audit Committee	23-01-2023	78			Yes	3	3	3	0
3	Stakeholders Relationship Committee	05-11-2022				Yes	3	3	3	0
4	Stakeholders Relationship Committee	23-01-2023	78			Yes	3	3	3	0
5	Nomination and remuneration committee	23-01-2023				Yes	3	3	3	0
6	Risk Management Committee	23-01-2023				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

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	CS Ajay Salitra
2	Designation	Company Secretary and Compliance Officer

**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		<a href="https://kcfli.co.in/">https://kcfli.co.in/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://kcfli.co.in/wp-content/uploads/2022/05/Terms-Conditions-of-appointment-of-Independent-Director.pdf">http://kcfli.co.in/wp-content/uploads/2022/05/Terms-Conditions-of-appointment-of-Independent-Director.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="https://kcfli.co.in/board-committees-composition/">https://kcfli.co.in/board-committees-composition/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://kcfli.co.in/wp-content/uploads/2022/07/Code-of-Conduct-of-Board-of-Directors-and-senior-Management-Personnel.pdf">http://kcfli.co.in/wp-content/uploads/2022/07/Code-of-Conduct-of-Board-of-Directors-and-senior-Management-Personnel.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://kcfli.co.in/wp-content/uploads/2022/05/Vigil-Mechanism-Policy.pdf">http://kcfli.co.in/wp-content/uploads/2022/05/Vigil-Mechanism-Policy.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://kcfli.co.in/wp-content/uploads/2022/05/Criteria-for-making-payment-to-non-executive-directors.pdf">http://kcfli.co.in/wp-content/uploads/2022/05/Criteria-for-making-payment-to-non-executive-directors.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://kcfli.co.in/wp-content/uploads/2022/05/Related-Party-Transactions-Policy.pdf">http://kcfli.co.in/wp-content/uploads/2022/05/Related-Party-Transactions-Policy.pdf</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://kcfli.co.in/wp-content/uploads/2022/05/Familiarization-program-for-IDs.pdf">http://kcfli.co.in/wp-content/uploads/2022/05/Familiarization-program-for-IDs.pdf</a>

## 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		<a href="https://kcfl.co.in/investor-grievance-section/">https://kcfl.co.in/investor-grievance-section/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://kcfl.co.in/investor-grievance-section/">https://kcfl.co.in/investor-grievance-section/</a>
12	Financial results	Yes		<a href="https://kcfl.co.in/investor-relations/">https://kcfl.co.in/investor-relations/</a>
13	Shareholding pattern	Yes		<a href="https://kcfl.co.in/shareholding-pattern/">https://kcfl.co.in/shareholding-pattern/</a>
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	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://kcfl.co.in/news-paper-publications/">https://kcfl.co.in/news-paper-publications/</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://kcfl.co.in/credit-rating/">https://kcfl.co.in/credit-rating/</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://kcfl.co.in/">https://kcfl.co.in/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="http://kcfl.co.in/wp-content/uploads/2022/08/Policy-on-Determining-Materiality-of-Disclosures-KCFL.pdf">http://kcfl.co.in/wp-content/uploads/2022/08/Policy-on-Determining-Materiality-of-Disclosures-KCFL.pdf</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="http://kcfl.co.in/wp-content/uploads/2022/05/Dividend-Distribution-Policy-.pdf">http://kcfl.co.in/wp-content/uploads/2022/05/Dividend-Distribution-Policy-.pdf</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://kcfl.co.in/">https://kcfl.co.in/</a>



**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)	Yes	
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)	NA	

**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)	Yes	
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**

1	Name of signatory	CS Ajay Salitra
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

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

**Annexure II**

1	Name of signatory	CS Ajay Salitra
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	



**Text Block**

Textual Information(1)

The Company has not given any Loan, Gurantees or Provide any Security to the Promoters, Promoters Group, Directors and KMP's of the Company.

<b>Signatory Details</b>	
Name of signatory	Ajay Salitra
Designation of person	Company Secretary and Compliance Officer
Place	Indore
Date	08-04-2023

