

**General information about company**

Scrip code	530011
NSE Symbol	MANGCHEFER
MSEI Symbol	NOTLISTED
ISIN	INE558B01017
Name of the entity	MANGALORE CHEMICALS & FERTILIZERS LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
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**

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	AKSHAY PODDAR		00008686	Non-Executive - Non Independent Director	Chairperson related to Promoter		20-07-1976
2	Mr	NITIN MANGUESH KANTAK		08029847	Executive Director	Not Applicable		13-12-1959
3	Mr	DODDABALLAPUR ACHUTARAO PRASANNA		00253371	Non-Executive - Independent Director	Not Applicable	Shareholder Director	03-10-1948
4	Mrs	RITA MENON		00064714	Non-Executive - Independent Director	Not Applicable	Shareholder Director	25-12-1951
5	Mr	MARCO PHILIPPUS ARDESHIR WADIA		00244357	Non-Executive - Independent Director	Not Applicable	Shareholder Director	31-01-1956
6	Mr	NARAYANAN SURESH KRISHNAN		00021965	Non-Executive - Non Independent Director	Not Applicable		03-06-1964
7	Mrs	KIRAN DHINGRA		00425602	Non-Executive - Independent Director	Not Applicable	Shareholder Director	12-01-1953

**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				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active

**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	NA		29-09-2015				5	0	3	1		
2	NA		01-01-2022	03-11-2022			2	0	2	0		
3	Yes	16-09-2021	06-05-2016	06-05-2021		88.26	1	1	3	1		
4	NA		29-07-2017	29-07-2020	28-07-2023	72	2	2	3	1		
5	NA		13-05-2022	13-05-2022		16.19	3	3	2	1		
6	NA		25-03-2023				2	0	1	0		
7	NA		10-07-2023	10-07-2023		2.22	4	4	5	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	00244357	MARCO PHILIPPUS ARDESHIR WADIA	Non-Executive - Independent Director	Chairperson	13-05-2022		
2	00064714	RITA MENON	Non-Executive - Independent Director	Member	14-05-2019	10-07-2023	
3	00253371	DODDABALLAPUR ACHUTARAO PRASANNA	Non-Executive - Independent Director	Member	06-05-2016		
4	00425602	KIRAN DHINGRA	Non-Executive - Independent Director	Member	10-07-2023		

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	00253371	DODDABALLAPUR ACHUTARAO PRASANNA	Non-Executive - Independent Director	Chairperson	06-05-2016		Textual Information(1)
2	00008686	AKSHAY PODDAR	Non-Executive - Non Independent Director	Member	29-09-2020		
3	00244357	MARCO PHILIPPUS ARDESHIR WADIA	Non-Executive - Independent Director	Member	13-05-2022		

**Sr Text Block**

Textual Information(1)

Mr. Doddaballapur Achutarao Prasanna was appointed as a member of the committee on 06.05.2016 and designated as a Chairperson w.e.f. 14.05.2019

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	00253371	DODDABALLAPUR ACHUTARAO PRASANNA	Non-Executive - Independent Director	Chairperson	06-05-2016		
2	00064714	RITA MENON	Non-Executive - Independent Director	Member	14-05-2019	10-07-2023	
3	08029847	NITIN MANGUESH KANTAK	Executive Director	Member	03-11-2022		
4	00425602	KIRAN DHINGRA	Non-Executive - Independent Director	Member	10-07-2023		

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	08029847	NITIN MANGUESH KANTAK	Executive Director	Chairperson	03-11-2022		
2	00253371	DODDABALLAPUR ACHUTARAO PRASANNA	Non-Executive - Independent Director	Member	22-03-2017		
3	99999999	T M MURALIDHARAN	Chief Financial Officer	Member	22-03-2017		Textual Information(1)

**Sr Text Block**

Textual Information(1)

Mr. T M Muralidharan, Chief Financial Officer has been appointed as a member of the committee w.e.f. 22.03.2017

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	00064714	RITA MENON	Non-Executive - Independent Director	Chairperson	29-07-2017	10-07-2023	Textual Information(1)
2	00253371	DODDABALLAPUR ACHUTARAO PRASANNA	Non-Executive - Independent Director	Member	06-05-2016		
3	08029847	NITIN MANGUESH KANTAK	Executive Director	Member	03-11-2022		
4	00425602	KIRAN DHINGRA	Non-Executive - Independent Director	Chairperson	10-07-2023		

**Sr Text Block**

Textual Information(1)

Mrs. Rita Menon was appointed as a member of the committee on 29.07.2017, designated as a Chairperson w.e.f. 14.05.2019 and ceased to be a chairperson w.e.f. 10.07.2023

<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	11-05-2023				Yes	6	6	3
2		07-08-2023	87		Yes	6	6	3

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory							Textual Information(1)			
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	27-04-2023				Yes	3	3	3	0
2	Audit Committee	11-05-2023	13			Yes	3	3	3	0
3	Audit Committee	07-08-2023	87			Yes	3	3	3	0
4	Risk Management Committee	14-06-2023				Yes	3	3	2	1

**Text Block**

Textual Information(1)

Please note that, Risk Management Committee meeting was held on 14.06.2023. In the June quarter's Corporate Governance Report it was erroneously mentioned as 14.05.2023, instead of 14.06.2023.

**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	Nitin Manguesh Kantak
2	Designation	Director

**Annexure III****III. Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	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	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

**Annexure III**

1	Name of signatory	Nitin Manguesh Kantak
2	Designation	Director

<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 or guarantee or comfort letter or security directly or indirectly to Promoter, Promoter Group, Directors (including relatives), KMPs or any other entity controlled by them.

<b>Details of Cyber security incidence</b>	
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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	Nitin Manguesh Katak
Designation of person	Director
Place	Bengaluru
Date	13-10-2023