

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	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

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			
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	ARUN DUGGAL	AEJPD7754D	00024262	Non-Executive - Independent Director	Chairperson	Shareholder Director	29-09-2015		60	4	3	3		
2	Mr	N SURESH KRISHNAN	AALPK2725K	00021965	Executive Director	Not Applicable	MD	29-09-2015			5	6	1		
3	Mr	AKSHAY PODDAR	AFUPP0096C	00008686	Non-Executive - Non Independent Director	Not Applicable		29-09-2015			5	2	1		
4	Mr	PRATAP NARAYAN	AACPN6370N	00016749	Non-Executive - Independent Director	Not Applicable	Shareholder Director	04-09-2014	23-03-2019	60	0	0	0		

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

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	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)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	D A PRASANNA	AAGPP4040F	00253371	Non-Executive - Independent Director	Not Applicable	Shareholder Director	06-05-2016		60	1	2	0		
6	Mr	SUNIL SETHY	ABTPS5430L	00244104	Non-Executive - Non Independent Director	Not Applicable		29-07-2017			2	1	1		
7	Mr	K.PRABHAKAR RAO	AALPR0847D	00898513	Executive Director	Not Applicable	CEO	01-08-2017			1	0	0		
8	Mrs	RITA MENON	AGBPM3708N	00064714	Non-Executive - Independent Director	Not Applicable	Shareholder Director	29-07-2017		36	1	2	1		

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

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	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)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	NARENDRA MAIRPADY	ACNPN2417M	00536905	Non-Executive - Independent Director	Not Applicable	Shareholder Director	29-09-2015		60	4	5	3		

Text Block

Textual Information(1)

Mr. Narendra Mairpady resigned on April 05, 2019

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	00016749	PRATAP NARAYAN	Non-Executive - Independent Director	Chairperson	04-09-2014	23-03-2019	
2	00536905	NARENDRA MAIRPADY	Non-Executive - Independent Director	Member	19-10-2015		Textual Information(1)
3	00253371	D A PRASANNA	Non-Executive - Independent Director	Member	06-05-2016		
4	00024262	ARUN DUGGAL	Non-Executive - Independent Director	Member	22-02-2016		
5	00244104	SUNIL SETHY	Non-Executive - Non Independent Director	Member	29-07-2017		

Sr Text Block

Textual Information(1)

Mr. Narendra Mairpady resigned on April 05, 2019

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	D A PRASANNA	Non-Executive - Independent Director	Chairperson	06-05-2016		
2	00536905	NARENDRA MAIRPADY	Non-Executive - Independent Director	Member	19-10-2015		Textual Information(1)
3	00024262	ARUN DUGGAL	Non-Executive - Independent Director	Member	21-07-2017		
4	00244104	SUNIL SETHY	Non-Executive - Non Independent Director	Member	29-07-2017		

Sr Text Block

Textual Information(1)

Mr. Narendra Mairpady resigned on April 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	00536905	NARENDRA MAIRPADY	Non-Executive - Independent Director	Chairperson	06-05-2016		Textual Information(1)
2	00253371	D A PRASANNA	Non-Executive - Independent Director	Member	06-05-2016		
3	00021965	N SURESH KRISHNAN	Executive Director	Member	19-10-2015		

Sr Text Block

Textual Information(1)

Mr. Narendra Mairpady resigned on April 05, 2019

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	00536905	NARENDRA MAIRPADY	Non-Executive - Independent Director	Chairperson	19-10-2015		Textual Information(1)
2	00253371	D A PRASANNA	Non-Executive - Independent Director	Member	06-05-2016		
3	00064714	RITA MENON	Non-Executive - Independent Director	Member	29-07-2017		
4	00898513	K.PRABHAKAR RAO	Executive Director	Member	29-07-2017		

Sr Text Block

Textual Information(1)

Mr. Narendra Mairpady resigned on April 05, 2019

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 not providing Date
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)	
1	29-10-2018			
2		06-02-2019	99	

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	06-02-2019	Yes	5	29-10-2018	99		
2	Audit Committee	15-03-2019	Yes	4	29-10-2018	136		

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 100 listed entities)	NA
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	Vijayamahantesh Khannur
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		www.mangalorechemicals.com
2	Terms and conditions of appointment of independent directors	Yes		www.mangalorechemicals.com
3	Composition of various committees of board of directors	Yes		www.mangalorechemicals.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.mangalorechemicals.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.mangalorechemicals.com
6	Criteria of making payments to non-executive directors	Yes		www.mangalorechemicals.com
7	Policy on dealing with related party transactions	Yes		www.mangalorechemicals.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.mangalorechemicals.com

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		www.mangalorechemicals.com
11	email address for grievance redressal and other relevant details	Yes		www.mangalorechemicals.com
12	Financial results	Yes		www.mangalorechemicals.com
13	Shareholding pattern	Yes		www.mangalorechemicals.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	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.
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)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	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	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	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	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	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	Vijayamahantesh Khannur
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
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	Vijayamahantesh Khannur
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Vijayamahantesh Khannur
Designation of person	Company Secretary and Compliance Officer
Place	Bangalore
Date	15-04-2019

