

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	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
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	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)	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	Not provided
1	Mr	AKSHAY PODDAR	AFUPP0096C	00008686	Non-Executive - Non Independent Director	Chairperson related to Promoter		20-07-1976	NA		29-09-2015			6	0	3	1			
2	Mr	SHUBHABRATA SAHA	AAAPS0423M	03036747	Executive Director	Not Applicable	MD	22-12-1967	NA		16-09-2021			1	0	1	0			
3	Mr	D A PRASANNA	AAGPP4040F	00253371	Non-Executive - Independent Director	Not Applicable	Shareholder Director	03-10-1948	Yes	16-09-2021	06-05-2016	06-05-2021		71	1	1	3	1		
4	Mr	NITIN MANGUESH KANTAK	ADRPK2173L	08029847	Non-Executive - Non Independent Director	Not Applicable		13-12-1959	NA		01-01-2022			2	0	1	0			

I. Composition of Board of Directors																		
Disclosure of notes on composition of board of directors explanatory																		
Whether the listed entity has a Regular Chairperson																		
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	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)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chairperson in A Stakeholder Committee held in this listed entity (Refer Regulation 26(1) of Listing Regulations)
5	Mrs	RITA MENON	AGBPM3708N	00064714	Non-Executive - Independent Director	Not Applicable	Shareholder Director	25-12-1951	NA		29-07-2017	29-07-2020		56	2	2	4	0
6	Mr	DIPANKAR CHATTERJI	ACLPC0912G	00031256	Non-Executive - Independent Director	Not Applicable	Shareholder Director	23-08-1948	NA		14-05-2019	14-05-2019		35	3	3	5	4

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	00031256	DIPANKAR CHATTERJI	Non-Executive - Independent Director	Chairperson	14-05-2019		
2	00064714	RITA MENON	Non-Executive - Independent Director	Member	14-05-2019		
3	00253371	D A PRASANNA	Non-Executive - Independent Director	Member	06-05-2016		

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	00031256	DIPANKAR CHATTERJI	Non-Executive - Independent Director	Member	14-05-2019		
3	00008686	AKSHAY PODDAR	Non-Executive - Non Independent Director	Member	29-09-2020		

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	D A PRASANNA	Non-Executive - Independent Director	Chairperson	06-05-2016		Textual Information(1)
2	00064714	RITA MENON	Non-Executive - Independent Director	Member	14-05-2019		
3	03036747	SHUBHABRATA SAHA	Executive Director	Member	16-09-2021		

Sr Text Block	
Textual Information(1)	Mr. D.A.Prasanna was appointed as a member of the committee on 06.05.2016 and designated as a Chairperson w.e.f. 14.05.2019

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	03036747	SHUBHABRATA SAHA	Executive Director	Chairperson	01-01-2022		
2	00253371	D A PRASANNA	Non-Executive - Independent Director	Member	22-03-2017		
3	99999999	T M MURALIDHARAN	CHIEF FINANCIAL OFFICER	Member	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		Textual Information(1)
2	00253371	D A PRASANNA	Non-Executive - Independent Director	Member	06-05-2016		
3	03036747	SHUBHABRATA SAHA	Executive Director	Member	16-09-2021		

Sr Text Block	
Textual Information(1)	Mrs. Rita Menon was appointed as a member of the committee on 29.07.2017 and designated as a Chairperson w.e.f. 14.05.2019

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							
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)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	09-11-2021				Yes	6	3
2		01-02-2022	83		Yes	6	3

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory							Textual Information(1)	No. of Independent Directors attending the meeting*
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)	Number of Directors present* (All directors including Independent Director)	
1	Audit Committee	09-11-2021				Yes	3	3
2	Audit Committee	27-01-2022	78			Yes	3	3
3	Audit Committee	01-02-2022	4			Yes	3	3
4	Risk Management Committee	27-01-2022				Yes	2	1
5	Stakeholders Relationship Committee	01-02-2022				Yes	3	2

Text Block	
Textual Information(1)	Note on meeting of Risk Management Committee: Date of meeting held in the current quarter: 27-01-2022 Number of Members present including non board member (All directors including Independent Director): 3 Number of Independent Directors attending the meeting: 1

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 500 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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Vijayamahantesh Khannur
2	Designation	Company Secretary and Compliance Officer

Text Block	
Textual Information(1)	<p>Note for Sl. No. 5.d</p> <p>Our Company is in top 1000 companies list as per market capitalisation as on 31.03.2021. Hence, Risk Management Committee is applicable to the Company as per the Regulation 21(5).</p> <p>In XBRL excel utility file of Corporate Governance in Annexure 1- Affirmations point 5.d, Its mentioned as Risk Management Committee is applicable to top 500 listed entities.</p> <p>As our Company fall under Top 1000 and Risk Management Committee is applicable, we have selected YES</p>

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	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	Yes		www.mangalorechemicals.com
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.mangalorechemicals.com
18	Credit rating or revision in credit rating obtained	Yes		www.mangalorechemicals.com
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		www.mangalorechemicals.com
21	Materiality Policy as per Regulation 30	Yes		www.mangalorechemicals.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.mangalorechemicals.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.mangalorechemicals.com

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	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

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

Signatory Details	
Name of signatory	Vijayamahantesh Khannur
Designation of person	Company Secretary and Compliance Officer
Place	Bengaluru
Date	18-04-2022

