

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**NAME OF LISTED ENTITY: MANGALORE CHEMICALS AND FERTILIZERS LIMITED**

**QUARTER ENDING: SEPTEMBER 30, 2017**

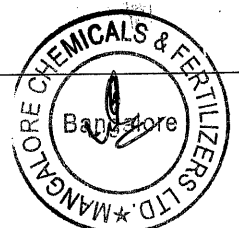
**I. COMPOSITION OF BOARD OF DIRECTORS**

Title (Mr./ Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson / Executive / Non-Executive / independent /Nominee)*	Date of Appointment in the current term / cessation		*Tenure	No of director- ship in listed entities including this listed entity	No of Member- ships in Audit / Stakeholder Committee (s) including this listed entity (Reg.26(1))	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Reg.26(1))
				Appointment From - To	cessation				
Mr.	Arun Duggal	AEJPD7754D 00024262	Independent/ Chairperson	29/9/2015 To 28/9/2020	-	5 years	6	5	1
Mr.	Narayanan Suresh Krishnan	AALPK2725K 00021965	Executive	29/9/2015	-	-	5	5	1
Mr.	Akshay Poddar	AFUPP0096C 00008686	Non-executive	29/9/2015	-	-	5	3	1
Mr.	D A. Prasanna	AAGPP4040F 00253371	Independent	06/05/2016 To 6/5/2021	-	5 years	1	2	-
Mr.	K. Prabhakar Rao	AALPR0847D 00898513	Executive	19/10/2015	-	-	1	-	-
Mr.	Narendra Mairpady	ACNPN2417M 00536905	Independent	29/9/2015 To 28/9/2020	-	5 years	2	3	5
Mr.	Pratap Narayan	AACPN6370N 00016749	Independent	04/09/2014 To 03/09/2019	-	5 years	1	-	1
Mrs.	Ritu Mallya	AAFPM4694P 00532500	Non-Executive	04/12/2014	06/07/2017	-	-	-	-
Mr.	Sunil Sethy	ABTPS5430L 00244104	Non-Executive	29/07/2017	-	-	3	1	2
Mrs.	Rita Menon	AGBPM3708N 00543058	Independent	29/07/2017	28/07/2020	3 years	2	-	-

§-PAN number of any director would not be displayed on the website of Stock Exchange

&-Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

\*-to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.





Mangalore Chemicals  
& Fertilizers Limited

II. COMPOSITION OF COMMITTEES		
Name of Committee	Name of Committee members	Category (Chairperson /Executive /Non-Executive /Independent /Nominee)&
1.Audit Committee	Mr. Pratap Narayan	Chairperson/Independent
	Mr. Arun Duggal	Independent
	Mr. Narendra Mairpady	Independent
	Mr. D. A. Prasanna	Independent
	Mr. Sunil Sethy	Non-Executive
2.Nomination & Remuneration Committee	Mr. D. A. Prasanna	Chairperson/Independent
	Mr. Narendra Mairpady	Independent
	Mr. Arun Duggal	Independent
	Mr. Sunil Sethy	Non-Executive
3.Stakeholders Relationship Committee	Mr. Narendra Mairpady	Chairperson/Independent
	Mr. D. A. Prasanna	Independent
	Mr. N Suresh Krishnan	Executive

& Category of directors means executive/ non-executive/ independent/ Nominee. if a director fits into more than one category write all categories separating them with hyphen

### III. MEETING OF BOARD OF DIRECTORS

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
18/05/2017	29/07/2017	71 days

### IV. MEETING OF COMMITTEES

Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting (if any) in the previous quarter	Maximum gap between any two consecutive (in number of days)
29/07/2017	YES(Requisite quorum present)	18/05/2017	71 days
25/09/2017	YES(Requisite quorum present)	18/05/2017	129 days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

### V. RELATED PARTY TRANSACTIONS

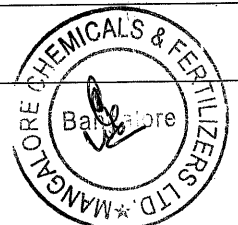
SUBJECT	COMPLIANCE STATUS (Yes/No/N.A)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Registered & Corporate Office: UB Tower, Level 11, UB City, 24, Vittal Mallya Road, Bengaluru - 560 001, India.

Tel: +91 80 3985 5575/68 Fax: +91 80 3985 5588 E-mail: shares@mangalorechemicals.com

Website: www.mangalorechemicals.com

Corporate Identity Number: L24123KA1966PLC002036





**Mangalore Chemicals  
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**Note:**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

**VI. AFFIRMATIONS**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements Regulations, 2015.
  - a. Audit Committee
  - b. Stakeholders relationship committee
  - c. Nomination & Remuneration Committee
3. The committee members have been made aware of their powers, role and responsibilities as Specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. 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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

**Affirmations**

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
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
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

For MANGALORE CHEMICALS & FERTILIZERS LTD.,

Vijayamahantesh Khannur  
Company Secretary

Date: 12/10/2017