

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

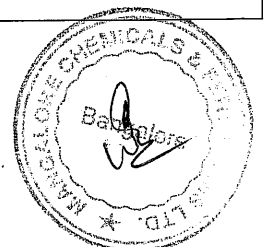
**NAME OF LISTED ENTITY: MANGALORE CHEMICALS AND FERTILIZERS LIMITED
QUARTER ENDING: MARCH 31, 2017**

I. COMPOSITION OF BOARD OF DIRECTORS									
Title (Mr./ Ms)	Name of the Director	PAN ^s & 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	6	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.	Kapil Mehan	ACOPM9193N 01215092	Non-Executive	29/9/2015	-	-	2	1	1
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	-	-	1	-	-

§-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.



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. Kapil Mehan	Non-Executive
2.Nomination & Remuneration Committee	Mr. D. A. Prasanna	Chairperson/independent
	Mr. Narendra Mairpady	Independent
	Mr. Kapil Mehan	Non-Executive
3.Risk Management Committee	Mr. Narendra Mairpady	Chairperson/independent
	Mr. D. A. Prasanna	Independent
	Mr. K Prabhakar Rao	Executive
	Mr. T M Muralidharan	Vice President – Finance
4.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)
19/10/2016	28/01/2017	100 days
	22/03/2017	52 days

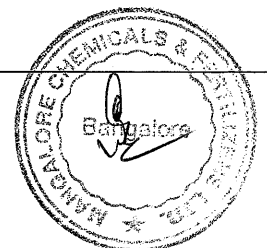
IV. MEETING OF COMMITTEES

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)
28/01/2017	YES(Requisite quorum present)	19/10/2016	100 days
	YES(Requisite quorum present)	22/03/2017	52 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



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. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
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:

For MANGALORE CHEMICALS & FERTILIZERS LTD.,



Vijayamahantesh Khannur
Company Secretary

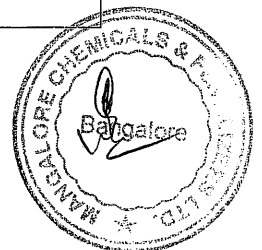


Mangalore Chemicals
& Fertilizers Limited

ANNEXURE II

Format 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		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Not Applicable	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Not Applicable	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes





Mangalore Chemicals
& Fertilizers Limited

Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Not Applicable
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

Name :  **VIJAYAMAHANTESH V KHANNUR**
Designation : **Company Secretary**

