

Dated: 15.7.2015

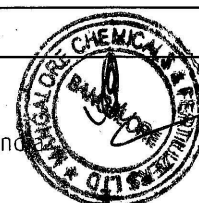
ANNEURE XI

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

NAME OF THE COMPANY : MANGALORE CHEMICALS & FERTILIZERS LIMITED

QUARTER ENDING ON : June 30, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A	Remarks
1	2	3	4
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	No	Please refer note below
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	Please refer note below
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	NA	
<b>VI. Risk Management</b>	49 (VI)	Yes	(C) to (E) are not applicable
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	





Mangalore Chemicals  
& Fertilizers Limited

(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	NA	
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	

**Note**

The Company was in compliance with Clause 49 until the death of an Independent Director in February 2013 and resignation of an Independent Director in June 2013.

While efforts were on to induct new Independent Directors, during April 2014 SCM Soilfert Limited made an Open Offer and Zuari Fertilisers & Chemicals Limited made a Competing Offer in May 2014 for acquisition of equity shares of the Company from the public shareholders.

As per Regulation 24(3) of Chapter IV of SEBI's SAST Regulations, 2011, Company could not induct any new Director during the pendency of competing offer.

Further, Zuari Fertilisers & Chemicals Limited announced another Open Offer on 5.12.2014 for acquisition of equity shares of the Company from the public shareholders which was completed during quarter ending 30.6.2015.

In view of the above, the Company is in the process of identifying and appointing appropriate number of Independent Directors on the Board of Directors of the Company.

For Mangalore Chemicals & Fertilizers Limited

Vijayamahantesh V Khannur  
Senior Manager (Legal) & Asst. Company Secretary