



Mangalore Chemicals  
& Fertilizers Limited

MCFL/SE/2018

September 06, 2018

The Asst. Vice President,  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E)

**MUMBAI - 400 051**

Fax :No. 022 – 26598237 / 8

Department of Corporate Services - CRD  
BSE Limited,  
Floor 25, Phiroze Jeejeebhoy Towers,  
Dalal Street

**MUMBAI - 400 001**

Fax No. 022 – 22723121/3719

Dear Sir,

**Sub: Proceedings of 51<sup>st</sup> Annual General Meeting ('AGM') and Consolidated Report of Scrutinizer**

The 51<sup>st</sup> Annual General Meeting ('AGM') of the Company was held today i.e. 06.09.2018 and the businesses mentioned in the Notice were transacted.

In this regard, Please find enclosed the following-

- (1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as Annexure – I
- (2) Consolidated Report of Scrutinizer dated September 06, 2018, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as Annexure II.

This is for your information and records.

Thanking You  
Yours Sincerely,

**For Mangalore chemicals & Fertilizers Limited**

**Vijayamahantesh V Khannur**  
Company Secretary



Mangalore Chemicals  
& Fertilizers Limited

## Annexure - I

### Summary of proceedings of the 51<sup>st</sup> Annual General Meeting:

The 51st Annual General Meeting (AGM) of the Members of Mangalore Chemicals & Fertilizers Limited ('the Company') was held on Thursday, September 06, 2018 at 12.00 noon, at conference hall, 1st floor, UB tower, UB City, Bangalore. Mr. Arun Duggal, Chairman of the Company chaired the meeting and introduced other directors and officers on the dais. The requisite quorum being present, the Chairman called the meeting to order. The Chairman informed that the Members were provided remote e-voting facility to cast their votes electronically, on all resolutions set forth in the Notice. The queries raised by the Members were addressed. The Members who were present at the AGM and had not cast their votes through remote e-voting were provided an opportunity to cast their votes at the end the meeting by a ballot paper.

The following items of business, as per the Notice of AGM were transacted at the meeting.

1. Adoption of audited Balance Sheet of the Company as at March 31, 2018, the Statement of Profit & Loss for the, year ended on that date and the reports of the Board of Directors and the Statutory Auditors thereon
2. Declaration of Dividend on the Equity Shares for the Financial Year 2017-18
3. Re-appointment of Mr. Akshay Poddar as Director of the Company
4. Amendment of Memorandum of Association
5. Adoption of new set of Articles of Association
6. Increasing the borrowing limits
7. Creation of charges/mortgage/hypothecations against borrowing
8. Ratification of payment of remuneration to Cost Auditor
9. Re-classification of UB Group Companies from Promoter Group category to Public category

Mr. Sudhir Hulyalkar, Practicing Company Secretary was appointed as the Scrutinizer to supervise the remote e - voting and ballot voting process. The Chairman authorized the Company secretary to declare the results of voting.

The consolidated report of the Scrutinizer is received and accordingly all the resolutions as set out in the notice were declared as passed.

**For Mangalore chemicals & Fertilizers Limited**

**Vijayamahantesh V Khannur**  
Company Secretary



**Sudhir V Hulyalkar**  
Company Secretary

To

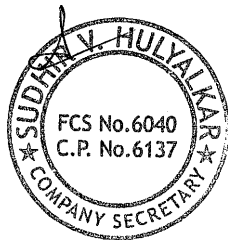
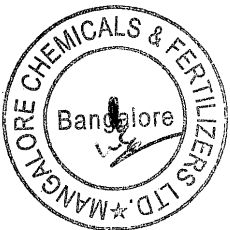
Date: 06/09/2018

The Managing Director/ Company Secretary  
Mangalore Chemicals and Fertilizers Limited  
(CIN: L24123KA1966PLC002036)  
Level 11, UB Tower, UB City 24, Vittal Mallya Road Bangalore-560001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 and voting at the venue of 51<sup>st</sup> Annual General Meeting of Mangalore Chemicals and Fertilizers Limited held on Thursday, 6<sup>th</sup> September 2018 at 12:00 noon at Conference Hall, 1st Floor, UB Tower, UB City, No. 24, Vittal Mallya Road, Bengaluru – 560 001

I, Sudhir V Hulyalkar, Company Secretary in Practice, appointed as the Scrutinizer by the Board of Directors of Mangalore Chemicals and Fertilizers Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct the remote e-voting process and voting by ballot at the Meeting in respect of the below mentioned resolutions placed before the shareholders at the 51<sup>st</sup> Annual General Meeting of Mangalore Chemicals and Fertilizers Limited held on Thursday, 6<sup>th</sup> September 2018 at 12:00 noon, at Conference Hall, 1st Floor, UB Tower, UB City, No. 24, Vittal Mallya Road, Bengaluru – 560 001 submit my report as under:



1

**Sudhir V Hulyalkar**  
Company Secretaries  
16/8, Ground Floor, 2nd Cross,  
Gupta Layout, South End Road,  
Basavanagudi, Bangalore - 560 004  
Tel: 080 26640932 Mobile : 9844266159  
E-mail : sudhir.compsec@gmail.com

1. The Notice dated July 31, 2018 along with statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions placed at the 51<sup>st</sup> Annual General Meeting of the Company.
2. The Company had availed the e-voting facility offered by the Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.
3. The shareholders of the Company holding shares as on the cut-off date (record date) of August, 30 2018 were entitled to vote on the resolutions as contained in the Notice of the 51<sup>st</sup> Annual General Meeting.
4. The voting period for remote e-voting commenced on Monday, September 3, 2018 at 9:00 AM and ended on Wednesday, September 5, 2018 5:00 PM and the CDSL e-voting platform was blocked thereafter.
5. The Company has also provided voting facility by ballot to the shareholders present at the 51<sup>st</sup> Annual General Meeting, who did not cast their vote earlier through remote e-voting facility.
6. After the time fixed for the voting at meeting by the Chairman, two ballot boxes kept for polling were locked in my presence.
7. Immediately after conclusion of voting at meeting, the locked ballot boxes were opened by me in presence two witnesses not in the employment of the Company and poll papers were diligently scrutinized by me. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
8. Thereafter the votes cast through remote e-voting was unblocked by me in the presence of two witnesses not in the employment of the Company and scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system.
9. In the case of voting at meeting, ballot papers with no votes casted, signature mismatch or signature not tallied, votes without proper authorisation with board resolution wherever required and ballot papers without signature are considered as invalid and in the case of remote e-voting there were no invalid votes. In addition, there were 15 ballot papers which were considered invalid as no details of the members were mentioned.



I now submit my consolidated Report on the result of the remote e-voting and voting by ballot at the meeting in respect of the Resolutions as below:

**Resolution 1: Ordinary Resolution:**

**To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Statutory Auditors.**

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
75	6,86,76,939	100%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
22	954

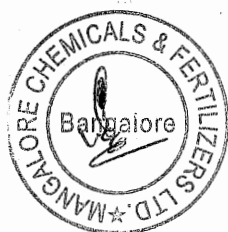
**Resolution 2: Ordinary Resolution:**

**To declare dividend on the equity shares for the financial year 2017-18.**

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
72	6,86,76,689	99.9999%

(ii) Voted against the resolution:



Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	100	0.0001%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
22	954

**Resolution 3: Ordinary Resolution:**

**To re-appoint Mr. Akshay Poddar (DIN: 00008686), who retires by rotation, and being eligible, offers himself for the reappointment.**

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
73	6,28,50,011	91.5156%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	58,26,828	8.4844%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
22	954



**Resolution 4: Special Resolution:**

**To amend the Memorandum of association of the Company**

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
73	6,28,50,011	91.5156%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	58,26,828	8.4844%

(iii) Invalid votes:

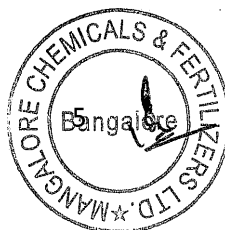
Number of members whose votes were declared invalid	Number of votes cast by them
22	954

**Resolution 5: Special Resolution:**

**To adopt the new set of articles of association of the company in substitution for, and to the exclusion, of the existing Articles of Association of the Company**

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
73	6,28,50,011	91.5156%



(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	58,26,828	8.4844%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
22	954

**Resolution 6: Special Resolution:**

**Approval for increasing the borrowing limit**

(i) Voted in favour of the resolution:

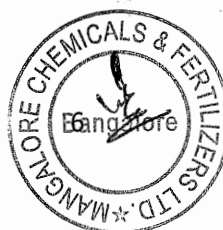
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
69	6,28,49,810	91.5155%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
3	58,26,879	8.4845%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
22	954





**Resolution 7: Special Resolution:**

**Approval to mortgage and/or to create charge on the assets of the company for securing loan obtained or as may be obtained.**

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
69	6,28,49,810	91.5155%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
3	58,26,879	8.4845%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
22	954

**Resolution 8: Ordinary Resolution:**

**Ratification of the cost auditor remuneration.**

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
73	6,28,50,011	91.5156%



(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	58,26,828	8.4845%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
22	954

**Resolution 9: Ordinary Resolution:**

**Re-classification of Promoters pursuant to Regulation 31A and other relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
70	6,28,49,361	91.5146%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
4	58,27,478	8.4854%

(iii) Invalid votes:

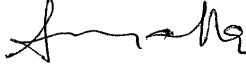
Number of members whose votes were declared invalid	Number of votes cast by them
22	954



10. The registers and all other papers relating to voting by electronic means and ballot or poll papers shall remain in my custody until the Chairman considers, approves and signs the minutes and thereafter the same shall be handed over to the Managing Director / Company Secretary for safe keeping.

Thanking You

Yours faithfully

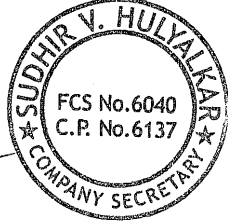


Sudhir V Hulyalkar

Company Secretary in Practice

FCS: 6040 CP No.: 6137

(Scrutinizer)



For MANGALORE CHEMICALS & FERTILIZERS LTD.,



Vijayamahantesh Khannur  
Company Secretary

Witnesses during unblock of votes and their signatures:

1. Sandesh Hegde  
45, 2<sup>nd</sup> Cross, Shrinivas Nagar  
Bangalore



2. Akshara B L  
11, Sannidhi, KVS Layout,  
Virupakshapura, Kodigehalli  
Vidyaranyaपुरa  
Bangalore - 97

