



Mangalore Chemicals
& Fertilizers Limited

722/POSTALBALLOT/2022

December 30, 2022

National Stock Exchange of
India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
MUMBAI - 400 051

BSE Limited,
Floor 25, Phiroze Jeejeebhoy
Towers, Dalal Street
MUMBAI - 400 001

Dear Sir/Madam,

Company's Scrip Code in BSE : 530011 MANGCHEM
Company's Symbol in NSE : MANGCHEFER
ISIN : INE558B01017

Sub: Submissions of voting results of Postal Ballot and Scrutinizer's Report

The Company had sought approval of members through Postal Ballot vide Postal Ballot Notice dated November 25, 2022 for

- Appointment and Remuneration of Mr. Nitin Manguesh Kantak as Whole-time Director
- Appointment of Mr. Sabaleel Nandy as a Non-Executive Director

Pursuant to Reg 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that based on the report submitted by the Scrutinizer, the aforesaid resolution have been passed with requisite majority by the shareholders of the Company on December 30, 2022 i.e. last date of e-voting.

The results of Postal Ballot along with report of the scrutinizer dated December 30, 2022 for the postal ballot process is enclosed herewith.

Request you to kindly take the same on record.

Thanking you,

Yours faithfully,
For Mangalore Chemicals & Fertilizers Limited

Vijayamahan
tesh Khannur
Vijayamahantesh Khannur
Company Secretary

Encl: As above

General information about company	
Scrip code	530011
NSE Symbol	MANGCHEFER
MSEI Symbol	NOTLISTED
ISIN	INE558B01017
Name of the company	MANGALORE CHEMICALS & FERTILIZERS LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-12-2022
Start time of the meeting	
End time of the meeting	

Summary of voting results of Postal Ballot pursuant to Reg 44(3) of SEBI (LODR) Regulations, 2015.



Voting results	
Record date	25-11-2022
Total number of shareholders on record date	58948
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	



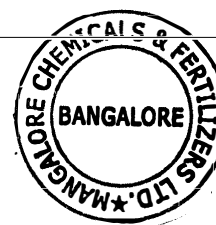
Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment and Remuneration of Mr. Nitin Manguesh Kantak as Whole-time Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	71751686	70494500	98.2479	70494500	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	71751686	70494500	98.2479	70494500	0	100	0
Public- Institutions	E-Voting	2376424	24387	1.0262	0	24387	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2376424	24387	1.0262	0	24387	0	100
Public- Non Institutions	E-Voting	44387040	22716	0.0512	21667	1049	95.3821	4.6179
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	44387040	22716	0.0512	21667	1049	95.3821	4.6179
Total		118515150	70541603	59.5212	70516167	25436	99.9639	0.0361
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Sabaleel Nandy as a Non-Executive Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	71751686	70494500	98.2479	70494500	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		71751686	70494500	98.2479	70494500	0	100
Public-Institutions	E-Voting	2376424	24387	1.0262	24387	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2376424	24387	1.0262	24387	0	100
Public- Non Institutions	E-Voting	44387040	22716	0.0512	21817	899	96.0424	3.9576
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		44387040	22716	0.0512	21817	899	96.0424
Total		118515150	70541603	59.5212	70540704	899	99.9987	0.0013
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0





Sudhir V Hulyalkar
Company Secretary

REPORT OF SCRUTINIZER

To:

The Chairman

Mangalore Chemicals & Fertilizers Limited

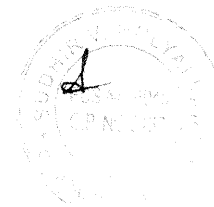
(CIN- L24123KA1966PLC002036)

Regd. Office- Level 11, UB Tower, UB City, No. 24, Vittal Mallya Road,
Bengaluru – 560 001

I, Sudhir V Hulyalkar, Company Secretary in Practice, having my office at 16/8, Ground Floor, 2nd Cross, Gupta Layout, South End Road, Basavangudi, Bangalore – 560004 have been appointed as the Scrutinizer by the Board of directors of Mangalore Chemicals & Fertilizers Limited at its meeting held on Thursday, 03rd November 2022 for the purpose of scrutinising the postal ballot process and to submit my report in respect of the following resolutions:

Resolution 1: Appointment and Remuneration of Mr. Nitin Manguesh Katak as Whole-time Director (Special Resolution):

RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee of the Company and pursuant to the provisions of Section 2(78), 196, 197, 198, 199, 200, 202, 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or reenactment thereof for the time being in force and Article 106 of the Articles of Association of the Company and subject to such approvals, permissions and sanctions as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities including the Central Government in granting such approvals,



Sudhir Vishnupant Hulyalkar
Company Secretaries

16/8, Ground Floor, 2nd Cross, Gupta Layout, South End Road, Basavanagudi, Bangalore - 560 004
Phone: 080 26640932; 080-41123587 Mobile : 9844266159 Email : cssudhirvh@gmail.com

permissions, sanctions, the approval of the shareholders be and is hereby accorded for appointment of Mr. Nitin Manguesh Kantak (DIN: 08029847) as Whole-time Director to be designated as Key Managerial personnel, for a period of 3 (three) years from November 03, 2022 up to November 02, 2025.

RESOLVED FURTHER THAT *the remuneration payable to Mr. Nitin Manguesh Kantak (DIN: 08029847) during his tenure as Whole-time Director and his other terms of appointment shall be as follows:*

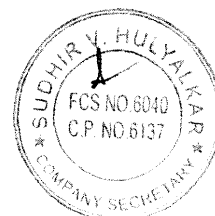
a. Salary: The Consolidated salary not exceeding Rs.10,00,000 per month shall be paid with effect from the date of appointment. Any revision in the Consolidated salary during the tenure of Mr. Nitin Manguesh Kantak will be decided by the Nomination & Remuneration Committee and such revision shall not exceed Rs.20,00,000 per month unless approved by the Board of Directors & Shareholders.

b. Retirement Benefits & Other Perquisites: As per the Company's policies as applicable to Senior Executives, subject to the relevant provisions of the Companies Act, 2013.

c. Termination: By giving the other party, 3 months' notice

Provided that the remuneration payable by way of salary, perquisites, allowances, performance bonus and other benefits shall be in accordance with in Section 197 read with Schedule V of the Act, including any statutory modifications or re-enactments thereof.

RESOLVED FURTHER THAT *notwithstanding anything contained herein, where in any financial year, during the tenure of Mr. Nitin Manguesh Kantak (DIN: 08029847) as Whole time Director, the Company has no profits or profits are inadequate, the Company may subject to receipt of the requisite approvals including the approval of the Central Government, if any, pay Mr. Nitin Manguesh Kantak (DIN: 08029847), Whole-time Director, the above remuneration as the minimum remuneration by way of salary, perquisites, allowances, performance bonus and other benefits as specified above and that*



the perquisites pertaining to contribution to provident fund, superannuation fund, national pension scheme or gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Schedule V of the Companies Act, 2013.

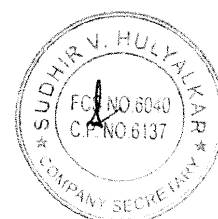
RESOLVED FURTHER THAT *the Board of Directors of the Company and / or the Nomination and Remuneration Committee, may vary, increase, enhance or widen from time to time the terms and conditions of appointment and remuneration of Mr. Nitin Mangesh Kantak (DIN: 08029847), Whole-time Director during the period of 3 (three) years from November 03, 2022 up to November 02, 2025 within the overall limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or reenactment thereof.*

Resolution 2: Appointment of Mr. Sabaleel Nandy as a Non-Executive Director (Ordinary Resolution):

RESOLVED THAT *pursuant to the provisions of Sections 149 and 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sabaleel Nandy (DIN: 08677564) be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation.*

As required by Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, I submit my report as under:

1. I declare and confirm that I am not in the employment of the Company and the Board is of the opinion that I can conduct the postal ballot process in a fair and transparent manner.
2. I have given my consent to act as the scrutineer for the postal ballot under reference.
3. The notice and procedure for voting on resolution was sent through electronic mode to those members whose email address was registered either with the Company or Depositories



in accordance with Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No.20/2021 dated December 08, 2021 and General Circular 03/2022 dated May 5,2022 in relation to “clarification on passing of ordinary and special resolutions by companies under the and the rules made thereunder and more particularly on passing of certain items only through postal ballot” issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

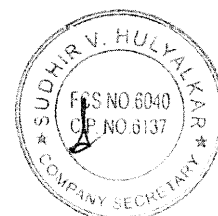
4. The notice was also made available on the Company’s website www.mangalorechemicals.com and websites of the Stock Exchanges i.e., BSE Limited, and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Central Depository Services (India) Limited (“CDSL”) www.evotingindia.com.

5. Members whose names appeared in the Register of Members/Register of Beneficial Owners as on Friday, November 25, 2022 (cut-off date) were entitled to cast their vote through postal ballot by electronic means (remote e-voting) only.

6. In terms of above-mentioned MCA Circulars, the shareholders were provided the facility to cast their vote for this postal ballot by electronic means (e-voting) only through CDSL e-voting platform at <https://www.evotingindia.com>.

7. The voting commenced on Thursday, December 01, 2022 (10.00AM IST) and ended on Friday, December 30, 2022 (5.00 PM IST)

8. Total 112 shareholders have voted through e-voting. The summary of the votes cast through postal ballot process (E voting) is as under:



PARTICULARS		For	Against	Not Voted	Invalid	TOTAL
Resolution 1	Votes	7,05,16,167	25,436	0	0	7,05,41,603
	No. of shareholders (Count)	104	8	0	0	112
Resolution 2	Votes	7,05,40,704	899	0	0	7,05,41,603
	No. of shareholders (Count)	107	5	0	0	112

9. I have scrutinized the votes casted through postal ballot by e-voting and I have maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014. The votes which are valid and voted either 'For' or 'Against' are considered for the summary of results. Based upon the same, I submit the summary for result of Postal Ballot as under:

Resolution No. 1:

Appointment and Remuneration of Mr. Nitin Mangesh Kantak as Whole-time Director (Special Resolution):

i) Voted in favor of the resolution:

Number of members voted through postal ballot (electronic voting system)	Number of Votes cast (Shares)	% of total number of valid votes cast
104	7,05,16,167	99.96%

ii) Voted against the resolution:

Number of members voted through postal ballot (electronic voting system)	Number of Votes cast (Shares)	% of total number of valid votes cast
8	25,436	0.04%



iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution No. 2:

Appointment of Mr. Sabaleel Nandy as a Non-Executive Director (Ordinary Resolution):

i) Voted in favor of the resolution:

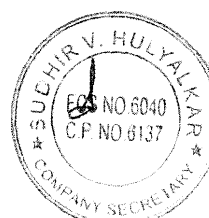
Number of members voted through postal ballot (electronic voting system)	Number of Votes cast (Shares)	% of total number of valid votes cast
107	7,05,40,704	100%

ii) Voted against the resolution:

Number of members voted through postal ballot (electronic voting system)	Number of Votes cast (Shares)	% of total number of valid votes cast
5	899	0%

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



12. The register and other documents relating to voting by electronic means shall remain in the safe custody until the Chairman considers, approves and signs the Minutes and thereafter the same shall be handed over to the Company Secretary for safe keeping.

13. You may accordingly declare the result of the Voting by Postal Ballot.

Thanking You



Sudhir Vishnupant Hulyalkar

Company Secretary in Practice

Scrutinizer for Postal Ballot

FCS No: 6040 CP No: 6137

UDIN: F006040D002841191

Place: Bengaluru

Date: 30/12/2022