



Mangalore Chemicals
& Fertilizers Limited

MCFL/AGM/2023

September 27, 2023

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

Department of Corporate Services - CRD
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: Regulation 44(3) of SEBI (LODR) Regulations, 2015 - Voting results and Consolidated Report of the scrutinizer

This is to inform you that the Shareholders at the 56th Annual General Meeting of the Company held on Tuesday, 26th September, 2023 have approved all the resolutions as set out in the notice of the 56th Annual General Meeting.

Please find enclosed herewith the consolidated voting details of the 56th Annual General Meeting together with the report of the Scrutinizer dated 27th September, 2023.

We request you to kindly take the same on record.

Thanking you,

Yours Faithfully,
For Mangalore Chemicals and Fertilizers Limited

Nitin M Kantak
Whole-time Director

Details of Voting Results pursuant to Reg. 44(3) of
SEBI (LODR) Regulations, 2015

Voting results	
Record date	19-09-2023
Total number of shareholders on record date	53673
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	52
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	Add Notes

Resolution (1)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Accounts Balance Sheet of the Company as at March 31, 2023, 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.				
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	71851686	70594500	98.2503	70594500	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		70594500	98.2503	70594500	0	100.0000	0.0000
Public- Institutions	E-Voting	2590306	162358	6.2679	162358	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		162358	6.2679	162358	0	100.0000	0.0000
Public- Non Institutions	E-Voting	44073158	1499644	3.4026	1498584	1060	99.9293	0.0707
	Poll							
	Postal Ballot (if applicable)							
	Total		1499644	3.4026	1498584	1060	99.9293	0.0707
Total	Total	118515150	72256502	60.9682	72255442	1060	99.9985	0.0015
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	785500

Resolution (2)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Declaration of Dividend for the financial year 2022-23						
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		70594500	98.2503	70594500	0	100.0000	0.0000
	Poll	71851686						
	Postal Ballot (if applicable)							
	Total	71851686	70594500	98.2503	70594500	0	100.0000	0.0000
Public-Institutions	E-Voting		162358	6.2679	162358	0	100.0000	0.0000
	Poll	2590306						
	Postal Ballot (if applicable)							
	Total	2590306	162358	6.2679	162358	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1499644	3.4026	1498584	1060	99.9293	0.0707
	Poll	44073158						
	Postal Ballot (if applicable)							
	Total	44073158	1499644	3.4026	1498584	1060	99.9293	0.0707
Total	Total	118515150	72256502	60.9682	72255442	1060	99.9985	0.0015
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	785500

Resolution (3)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		Re-appointment of Mr. Akshay Poddar who retires by rotation and being eligible, offers himself for re-appointment.						
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		69192069	96.2985	69192069	0	100.0000	0.0000
	Poll	71851686						
	Postal Ballot (if applicable)							
	Total	71851686	69192069	96.2985	69192069	0	100.0000	0.0000
Public- Institutions	E-Voting		162358	6.2679	162358	0	100.0000	0.0000
	Poll	2590306						
	Postal Ballot (if applicable)							
	Total	2590306	162358	6.2679	162358	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1499644	3.4026	1497584	2060	99.8626	0.1374
	Poll	44073158						
	Postal Ballot (if applicable)							
	Total	44073158	1499644	3.4026	1497584	2060	99.8626	0.1374
Total	Total	118515150	70854071	59.7848	70852011	2060	99.9971	0.0029
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	785500

Resolution (4)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mrs. Kiran Dhingra as an Independent 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		70594500	98.2503	70594500	0	100.0000	0.0000
	Poll	71851686						
	Postal Ballot (if applicable)							
	Total	71851686	70594500	98.2503	70594500	0	100.0000	0.0000
Public- Institutions	E-Voting		162358	6.2679	0	162358	0.0000	100.0000
	Poll	2590306						
	Postal Ballot (if applicable)							
	Total	2590306	162358	6.2679	0	162358	0.0000	100.0000
Public- Non Institutions	E-Voting		1499644	3.4026	1498334	1310	99.9126	0.0874
	Poll	44073158						
	Postal Ballot (if applicable)							
	Total	44073158	1499644	3.4026	1498334	1310	99.9126	0.0874
Total	Total	118515150	72256502	60.9682	72092834	163668	99.7735	0.2265
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	785500

Resolution (5)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Ratification of Cost Auditor's remuneration						
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	71851686	70594500	98.2503	70594500	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		70594500	98.2503			70594500	0
Public- Institutions	E-Voting	2590306	162358	6.2679	162358	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		162358	6.2679			162358	0
Public- Non Institutions	E-Voting	44073158	1499644	3.4026	1498832	812	99.9459	0.0541
	Poll							
	Postal Ballot (if applicable)							
	Total		1499644	3.4026			1498832	812
Total	Total	118515150	72256502	60.9682	72255690	812	99.9989	0.0011
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	785500

To

Date: 27/09/2023

The Chairman,
56th Annual General Meeting of the equity shareholders of
Mangalore Chemicals & 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 e-voting conducted during 56th Annual General Meeting of the Mangalore Chemicals & Fertilizers Limited held on Tuesday, 26th September 2023 at 4:30 P.M (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

I, Sudhir V Hulyalkar, Company Secretary in Practice, appointed as the Scrutinizer by the Board of Directors of the Mangalore Chemicals & Fertilizers Limited (the Company), 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 voting by electronic means (e-voting) both remote e-voting and e-voting during meeting in respect of the below mentioned resolutions placed before the shareholders at the 56th Annual General Meeting of the Mangalore Chemicals & Fertilizers Limited (AGM) held on Tuesday, 26th September 2023 at 4:30 P.M (IST) through VC or OAVM:

1. The notices of 56th Annual General Meeting of the Company dated August 07, 2023 were sent to the shareholders in respect of the below mentioned resolutions placed at the AGM, in compliance with the provisions of the Companies Act, 2013 and Rules made thereunder and also read with the relaxations as notified by the circulars issued by the Ministry of corporate Affairs on April 8, 2020, April 13, 2020, May 5, 2020, 13 January 2021, 05 May 2022 and also on 28 December 2022 (Collectively referred to as "MCA Circulars") and Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 issued by Securities and Exchange Board of India (collectively referred to as "SEBI Circulars").

Sudhir Vishnupant Hulyalkar

Company Secretaries

27/1, 4th Floor Prabhas Complex, S. Kanyappa Road, Basavanagudi, Bangalore - 560004
Telephone 980 41123587 Mobile 9844266159 Email sudhir.comsec@gmail.com csudhirvb@gmail.com

2. The Company had availed the e-voting facility offered by the Central Depository Services (India) Limited (CDSL) for providing remote e-voting and e-voting during the AGM to the Shareholders of the Company.
3. The shareholders of the Company holding shares as on September 19, 2023 cut-off date (Record date) were entitled to vote on the resolutions as contained in the Notice of the AGM.
4. The voting period for remote e-voting commenced on Friday, September 22, 2023 at 10:00 AM (IST) and ended on Monday, September 25, 2023 at 5:00 PM (IST) and the CDSL e-voting platform was blocked thereafter.
5. The Company had also provided e-voting facility to the shareholders present at the AGM through VC or OAVM, who did not cast their vote earlier through remote e-voting facility, in accordance with above mentioned MCA Circulars and SEBI Circulars.
6. Immediately after conclusion of facility of e-voting time provided by the company at the AGM, in terms of above circulars, finalisation of voting set-up and unblocking of e-voting was made in the presence of two witnesses not in the employment of the company. The details or the data of votes casted through e-voting during the AGM and votes casted through remote e-voting were downloaded from the CDSL e-voting system.
7. I have scrutinized and reviewed the remote e-voting and e-voting at the AGM and votes casted therein based on the data downloaded from the CDSL e-voting system and also with the records maintained by the company's Registrars and Transfer Agents.
8. The votes casted by Institutional and Corporate shareholders without submission of proper authorizations as per instructions mentioned in the Notice of AGM and as required to be submitted under the provisions of the Companies Act, 2013 are considered as invalid.

I now submit my consolidated Report on the result of the remote e-voting and e-voting during 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, 2023, 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
124	7,22,55,442	100%

(ii) Voted **AGAINST** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
4	1,060	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
5	7,85,500

Resolution 2: Ordinary Resolution:

To declare dividend on the equity shares for the financial year 2022-23.

(i) Voted in **FAVOUR** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
124	7,22,55,442	100%

(ii) Voted **AGAINST** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
4	1,060	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
5	7,85,500

Resolution 3: Ordinary Resolution:

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

(i) Voted in **FAVOUR** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
122	7,08,52,011	100%

(ii) Voted **AGAINST** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
5	2,060	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
5	7,85,500

Resolution 4: Special Resolution:

Appointment of Mrs. Kiran Dhingra (DIN:00425602) as an Independent Director.

(i) Voted in **FAVOUR** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
120	7,20,92,834	99.77%

(ii) Voted **AGAINST** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
8	1,63,668	0.23%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
5	7,85,500

Resolution 5: Ordinary Resolution:

Ratification of payment of remuneration to Cost Auditor

(i) Voted in **FAVOUR** of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
123	7,22,55,690	100%

(ii) Voted **AGAINST** the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
5	812	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
5	7,85,500

8. The registers and e-voting downloads and records 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 authorized by the Board for safe keeping.

Thanking You
Yours faithfully

SUDHIR
VISHNUPANT
HULYALKAR
Digitally signed by
SUDHIR VISHNUPANT
HULYALKAR
Date: 2023.09.27
14:25:35 +05'30'

Sudhir Vishnupant Hulyalkar
Company Secretary in Practice
FCS: 6040; CP No.: 6137
(Scrutinizer)
PR No: 607/2019
UDIN: F006040E001097977