



Mangalore Chemicals  
& Fertilizers Limited

MCFL/AGM/2021

September 17, 2021

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: Proceedings of 54<sup>th</sup> Annual General Meeting ('AGM') and voting results.**

The 54<sup>th</sup> Annual General Meeting ('AGM') of the Company held on Thursday, September 16, 2021 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) and the business mentioned in the Notice were transacted.

In this regard, please find enclosed the consolidated Report of the Scrutinizer dated September 17, 2021 for your information and records.

Thanking you,

Yours Faithfully,  
**For Mangalore Chemicals and Fertilizers Limited**

**Vijayamahantesh Khannur**  
Company Secretary



**Sudhir V Hulyalkar**  
Company Secretary

To

Date: 17/09/2021

The Chairman,  
54th 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 54<sup>th</sup> Annual General Meeting of the Mangalore Chemicals & Fertilizers Limited held on Thursday, 16<sup>th</sup> September 2021 at 4:00 P.M. 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 54th Annual General Meeting of the Mangalore Chemicals & Fertilizers Limited (AGM) held on Thursday, 16th September 2021 at 4:00 P.M. through VC or OAVM:

1. The notices of 54<sup>th</sup> Annual General Meeting of the Company dated August 03, 2021 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 and also on 13 January 2021 (Collectively referred to as "MCA Circulars") and Circulars dated May 12, 2020 and January 15, 2021 issued by Securities and Exchange Board of India (collectively referred to as "SEBI Circulars").

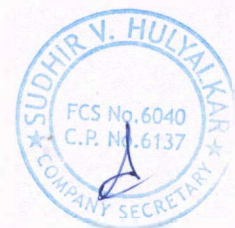
**Sudhir Vishnupant Hulyalkar**  
Company Secretaries

# 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



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 09, 2021 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 Monday, September 13, 2021 at 10:00 A.M. and ended on Wednesday, September 15, 2021 at 5:00 P.M. 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, in terms of above circulars, at the AGM, 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 one corporate shareholder without submission of proper authorisation 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, 2021, 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
105	7,08,52,950	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
5	255	0

(iii) Invalid votes:

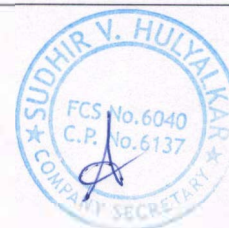
Number of members whose votes were declared invalid	Number of votes cast by them
1	50,000

**Resolution 2: Ordinary Resolution:**

To declare dividend on the equity shares for the financial year 2020-21.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
106	7,08,95,063	100



(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
6	801	0

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	50,000

**Resolution 3: Ordinary Resolution:**

**Mr. N Suresh Krishnan (DIN: 00021965) Director, retires by rotation and not seeking 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
103	7,08,85,776	99.99

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
8	10,014	0.01

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	50,000



**Resolution 4: Special Resolution:**

**Re-appointment of Mr. D A Prasanna (DIN: 00253371) 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,
99	7,08,84,685	99.98

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
12	11,105	0.02

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	50,000

**Resolution 5: Ordinary Resolution:**

**Payment of remuneration to Directors other than Managing / Whole-Time Directors.**

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
95	7,08,84,679	99.98



(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
16	11,111	0.02

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	50,000

**Resolution 6: 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
104	7,08,94,955	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
7	835	0

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	50,000



9. 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  
Company Secretary in Practice  
FCS: 6040 CP No.: 6137  
(Scrutinizer)  
PR No: 607/2019  
UDIN: F006040C000959025