



Mangalore Chemicals
& Fertilizers Limited

MCFL/SE/2019

August 27, 2019

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 52nd Annual General Meeting ('AGM') and voting results.

The 52nd Annual General Meeting ('AGM') of the Company was held today i.e. 27.09.2019 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 as Annexure – I
- (2) Consolidated Report of Scrutinizer dated August 27, 2019, 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.
- (3) Annual Report for the financial year 2018-19 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013 as Annexure III.

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 52nd Annual General Meeting:

The 52nd Annual General Meeting (AGM) of the Members of Mangalore Chemicals & Fertilizers Limited ('the Company') was held on Tuesday, August 27, 2019 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 were transacted at the meeting.

1. Adoption of audited Balance Sheet of the Company as at March 31, 2019, 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 2018-19
3. Re-appointment of Mr. Sunil Sethy as Director of the Company
4. Appointment of Mr. Dipankar Chatterji as an Independent Director
5. Approval of payment of remuneration by way of commission to Directors other than the Managing / Whole-time Directors
6. Ratification of Cost Auditor's remuneration for the Financial Year 2019-20
7. Appointment of Mr. Shashi Kant Sharma as an Independent Director

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: 27/08/2019

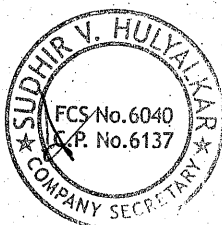
The Chairman of the 52nd Annual General Meeting
Mangalore Chemicals and Fertilizers Limited
(CIN: L24123KA1966PLC002036)
Level 11, UB Tower, UB City 24, Vittal Mallya Road Bangalore-560001

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 52nd Annual General Meeting of Mangalore Chemicals and Fertilizers Limited held on Tuesday, 27th August 2019 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 also voting by ballot at the venue of the meeting in respect of the below mentioned resolutions placed before the shareholders at the 52nd Annual General Meeting of Mangalore Chemicals and Fertilizers Limited held on Tuesday, 27th August 2019 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. In total 7 resolutions were placed for voting through remote e- voting and by ballot at the venue of the 52nd 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.



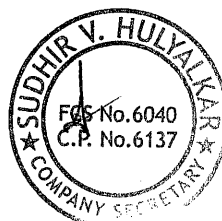
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Sudhir Vishnupant Hulyalkar
Company Secretaries

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

3. The shareholders of the Company holding shares as on the cut-off date (record date) of August, 20 2019 were entitled to vote on the resolutions placed at the 52nd Annual General Meeting.
4. The voting period for remote e-voting commenced on Saturday, August 24, 2019 at 9:00 AM and ended on Monday, August 26, 2019 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 52nd 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 are considered as invalid and in the case of remote e-voting there were no invalid votes. In addition, there was one ballot paper which was 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, 2019, 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
87	6,64,44,118	100%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	10	0%

(iii) Invalid votes:

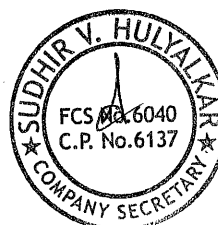
Number of members whose votes were declared invalid	Number of votes cast by them
14	504

Resolution 2: Ordinary Resolution:

To declare dividend on the equity shares for the financial year 2018-19.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
86	6,64,44,018	100%



(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
2	110	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
14	504

Resolution 3: Ordinary Resolution:

To re-appoint Mr. Sunil Sethy (DIN: 00244104), who retires by rotation, and being eligible, offers himself for the re-appointment.

(i) Voted in favour of the resolution:

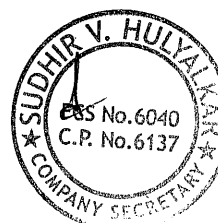
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
83	6,51,85,297	98.11%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
4	12,58,631	1.89%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
14	504



Resolution 4: Ordinary Resolution:

Appointment of Mr. Dipankar Chatterji (DIN: 00031256) 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
83	6,51,86,681	98.11%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
4	12,57,247	1.89%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
14	504

Resolution 5: Ordinary Resolution:

Payment of remuneration to Directors other than Managing/whole time Directors for a period 3 financial years.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
83	6,51,86,632	98.11%



(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
4	12,57,296	1.89%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
14	504

Resolution 6: Ordinary Resolution:

Ratification of the cost auditor remuneration.

(i) Voted in favour of the resolution:

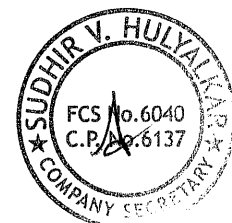
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
84	6,64,43,668	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	10	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
14	504



Resolution 7: Ordinary Resolution:

Appointment of Mr. Shashi Kant Sharma 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
83	6,51,86,681	98.11%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
3	12,57,197	1.89%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
14	504

8. 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)

