



Mangalore Chemicals
& Fertilizers Limited
MCFL/AGM/2020

September 16, 2020

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,

Sub: Proceedings of 53rd Annual General Meeting ('AGM') and voting results.

The 53rd Annual General Meeting ('AGM') of the Company held on Tuesday, September 15, 2020 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 15, 2019 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

The Chairman of the 53rd Annual General Meeting
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 53rd Annual General Meeting of the Mangalore Chemicals & Fertilizers Limited held on Tuesday, 15th September 2020 at 11:00 A.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 53rd Annual General Meeting of the Mangalore Chemicals & Fertilizers Limited held on Tuesday, 15th September 2020 at 11:00 A.M through ('VC') / ('OAVM'):

1. The notices of 53rd Annual General Meeting of the Company dated August 07, 2020 (AGM) 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

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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



Sudhir V Hulyalkar
Company Secretary

Rules made thereunder and also read with the relaxations as notified by the circulars issued by the Ministry of corporate Affairs on May 5, 2020 read with the circular dated April 8, 2020 and April 13, 2020 (Collectively referred to as MCA Circulars) and SEBI Circular dated May 12, 2020.

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 08, 2020 cut-off date (Record date) were entitled to vote on the resolutions as contained in the Notice of AGM.
4. The voting period for remote e-voting was commenced on Saturday, September 12, 2020 at 9.00 AM and ended on Monday, September 14, 2020 at 5.00 PM and the CDSL e-voting platform for remote voting was blocked thereafter.
5. The Company had also provided e-voting facility to the shareholders present at AGM, through ('VC') / ('OAVM') who did not cast their vote earlier through remote e-voting facility, in accordance with above mentioned MCA 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 institutional/Corporate shareholder (non-individual shareholder) without submission of proper authorisation as per instructions mentioned



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Company Secretary

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, 2020, 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
77	6,97,34,065	100%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	35	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	4,500



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Resolution 2: Ordinary Resolution:

To declare dividend on the equity shares for the financial year 2019-20.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
77	6,97,34,065	100%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	35	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	4,500

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
75	6,85,24,706	100%



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Company Secretary

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	35	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	4,500

Resolution 4: Special Resolution:

Re-appointment of Mrs. Rita Menon (DIN: 00064714) 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
77	6,97,34,065	100%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	35	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	4,500



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Company Secretary

Resolution 5: Special Resolution:

Re-appointment of Mr. K Prabhakar Rao (DIN: 00898513) as Director – Works.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
77	6,97,34,065	100%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	35	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	4,500

Resolution 6: Ordinary Resolution:

Approval of remuneration to Mr. N. Suresh Krishnan, Managing Director for the period April 01, 2020 to December 31, 2020.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
77	6,97,34,065	100%



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(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	35	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	4,500

Resolution 7: Ordinary Resolution:

Ratification of payment of remuneration to the Cost auditor 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
77	6,97,34,065	100%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	35	0%



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Company Secretary

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	4,500

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 for safe keeping.

Thanking You

Yours faithfully

SUDHIR
VISHNUPANT
HULYALKAR

Digitally signed by SUDHIR
VISHNUPANT HULYALKAR
Date: 2020.09.15 15:18:37
+05'30'

Sudhir V Hulyalkar
Company Secretary in Practice
FCS: 6040 CP No.: 6137
(Scrutinizer)

UDIN: F006040B000714374
Place: Bangalore
Date: 15/09/2020