



Mangalore Chemicals  
& Fertilizers Limited

MCFL/SE/2017

September 25, 2017

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, PhirozeJeejeebhoy Towers,  
Dalal Street  
**MUMBAI - 400 001**  
Fax No. 022 – 22723121/3719

Dear Sir,

**Sub: Proceedings of 50<sup>th</sup> Annual General Meeting ('AGM') and voting results.**

The 50<sup>th</sup> Annual General Meeting ('AGM') of the Company was held today 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) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – II.
- (3) Consolidated Report of Scrutinizer dated September 25, 2017, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as Annexure III.
- (4) Annual Report for the financial year 2016-17 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 IV.

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 50<sup>th</sup> Annual General Meeting:

The 50<sup>th</sup> Annual General Meeting (AGM) of the Members of Mangalore Chemicals & Fertilizers Limited ('the Company') was held on Monday, September 25 at 10.00 AM (IST) at the Good Shepherd Auditorium, Opposite St. Joseph's Pre-University College, Field Marshal K. M. Cariappa Road (Residency Road) Bengaluru, 560025. 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 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, as per the Notice of AGM were transacted at the meeting.

1. Adoption of audited Balance Sheet of the Company as at March 31, 2017, 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 2016-17
3. Re-appointment of Mr. Akshay Poddar as Director of the Company
4. Appointment of M/s. S. R. Batliboi & Co. LLP, as Statutory Auditors to hold office from the conclusion of the 50<sup>th</sup> Annual General Meeting until the conclusion of the 55<sup>th</sup> Annual General Meeting, subject to ratification by members at every Annual General Meeting.
5. Appointment of Mr. Sunil Sethy, as Director
6. Appointment of Mrs. Rita Menon, as an Independent Director
7. Approval of remuneration to Mr. N. Suresh Krishnan, Managing Director
8. Appointment and approval of remuneration to Mr. K. Prabhakar Rao as Director – Works
9. Approval of payment of remuneration by way of commission to Directors other than the Managing / Whole-time Directors
10. Ratification of Cost Auditor's remuneration

Mr. K S Sudhindra, 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.

This is for your information and records.

Thanking you,

Yours Sincerely,

**For Mangalore chemicals & Fertilizers Limited**

  
**Vijayamahantesh V Khannur**  
Company Secretary



**Voting Results – Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

In terms of Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are furnishing below the details of voting results at the 50<sup>th</sup> Annual General Meeting of the Company held on September 25, 2017 in the prescribed format.

Date of AGM	September 25, 2017
Total number of shareholders on record date	
No. of shareholders present at the meeting either in person or through proxy	
• Promoter and Promoter Group	2
• Public	68
No. of Shareholders attended the meeting through video conferencing	Video Conferencing facility was not arranged

**Agenda-wise Disclosure of voting:**

Item No	Particulars	Mode of voting	Remarks
1	Adoption of audited Balance Sheet of the Company as at March 31, 2017, 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	Remote e-voting & Poll	Passed with requisite majority
2	Declaration of Dividend on the Equity Shares for the Financial Year 2016-17	Remote e-voting & Poll	Passed with requisite majority
3	Re-appointment of Mr. Akshay Poddar as Director of the Company	Remote e-voting & Poll	Passed with requisite majority
4	Appointment of M/s. S. R. Batliboi & Co. LLP, as Statutory Auditors to hold office from the conclusion of the 50 <sup>th</sup> Annual General Meeting until the conclusion of the 55 <sup>th</sup> Annual General Meeting, subject to ratification by members at every Annual General Meeting.	Remote e-voting & Poll	Passed with requisite majority
5	Appointment of Mr. Sunil Sethy, as Director	Remote e-voting & Poll	Passed with requisite majority
6	Appointment of Mrs. Rita Menon, as an Independent Director	Remote e-voting & Poll	Passed with requisite majority
7	Approval of remuneration to Mr. N. Suresh Krishnan, Managing Director	Remote e-voting & Poll	Passed with requisite majority
8	Appointment and approval of remuneration to Mr. K. Prabhakar Rao as Director – Works	Remote e-voting & Poll	Passed with requisite majority
9	Approval of payment of remuneration by way of commission to Directors other than the Managing / Whole-time Directors	Remote e-voting & Poll	Passed with requisite majority
10	Ratification of Cost Auditor's remuneration	Remote e-voting & Poll	Passed with requisite majority