



Mangalore Chemicals  
& Fertilizers Limited

722/POSTALBALLOT/2022

August 01, 2022

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

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: Submissions of voting results of Postal Ballot and Scrutinizer's Report**

The Company had sought approval of members through Postal Ballot vide Postal Ballot Notice dated May 17, 2022 for

- Appointment of Mr. Marco Philippus Ardeshir Wadia as an Independent Director

Pursuant to Reg 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that based on the report submitted by the Scrutinizer, the aforesaid resolution have been passed with requisite majority by the shareholders of the Company on July 31, 2022 i.e. last date of e-voting.

The results of Postal Ballot along with report of the scrutinizer dated August 01, 2022 for the postal ballot process is enclosed herewith.

Request you to kindly take the same on record.

Thanking you,

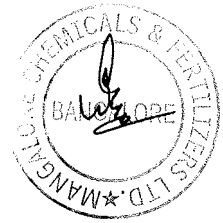
Yours faithfully,  
**For Mangalore Chemicals & Fertilizers Limited**

Vijayamahantesh Khannur  
Company Secretary

Encl: As above

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

<b>Voting results</b>	
Record date	24-06-2022
Total number of shareholders on record date	61965
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of resolution passed in the meeting</b>	<b>1</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>



Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Marco Philippus Ardeshir Wadia 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	71751686	70494500	98.2479	70494500	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		71751686	70494500	98.2479	70494500	0	100.0000
Public-Institutions	E-Voting	4734174	2243316	47.3856	2147700	95616	95.7377	4.2623
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		4734174	2243316	47.3856	2147700	95616	95.7377
Public- Non Institutions	E-Voting	42029290	66424	0.1580	58470	7954	88.0254	11.9746
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		42029290	66424	0.1580	58470	7954	88.0254
<b>Total</b>	<b>Total</b>	118515150	72804240	61.4303	72700670	103570	99.8577	0.1423
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<b>Add Notes</b>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	579000
Public - Non Insitutions	0





**Sudhir V Hulyalkar**  
Company Secretary

## **REPORT OF SCRUTINIZER**

**To:**

**The Chairman**

**Mangalore Chemicals & Fertilizers Limited**

**(CIN- L24123KA1966PLC002036)**

**Regd. Office- Level 11, UB Tower, UB City, No. 24, Vittal Mallya Road,  
Bengaluru – 560 001**

I, Sudhir V Hulyalkar, Company Secretary in Practice, having my office at 16/8, Ground Floor, 2<sup>nd</sup> Cross, Gupta Layout, South End Road, Basavangudi, Bangalore – 560004 have been appointed as the Scrutinizer by the Board of directors of Mangalore Chemicals & Fertilizers Limited at its meeting held on Tuesday, 17<sup>th</sup> May 2022 for the purpose of scrutinising the postal ballot process and to submit my report in respect of the following resolution:

**Resolution 1: Appointment of Mr. Marco Philippus Ardeshir Wadia as an Independent Director (Special Resolution):**

**RESOLVED THAT** pursuant to the provisions of Sections 149,150,152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Marco Philippus Ardeshir Wadia, (DIN: 00244357 DOB: 30/01/1956), in respect of whom the Company has received a notice in writing from a member under section 160 of the Act, proposing his candidature for appointment as Director, be and is hereby appointed as Independent Director for a term of three (3) years from May 13, 2022 up to May 12, 2025, not be liable to retire by rotation.

1

Sudhir Vishnupant Hulyalkar  
Company Secretaries

# 16/8 - Ground Floor, 2nd Cross, Gupta Layout, South End Road, Basavanagudi, Bangalore - 560 004  
Phone : 080 26640932; 080 4112 3587; Mobile : 9844266159 Email : cssudhirvh@gmail.com

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, things and matters and to take all such steps as may be necessary, proper, or expedient to give effect to this resolution.

As required by Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, I submit my report as under:

1. I declare and confirm that I am not in the employment of the Company and the Board is of the opinion that I can conduct the postal ballot process in a fair and transparent manner.
2. I have given my consent to act as the scrutinizer for the postal ballot under reference.
3. The notice and procedure for voting on resolution was sent through electronic mode to those members whose email address was registered either with the Company or Depositories in accordance with Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No.20/2021 dated December 08, 2021 and General Circular 03/2022 dated May 5,2022 in relation to “clarification on passing of ordinary and special resolutions by companies under the and the rules made thereunder and more particularly on passing of certain items only through postal ballot” issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).
4. The notice was also made available on the Company’s website [www.mangalorechemicals.com](http://www.mangalorechemicals.com) and websites of the Stock Exchanges i.e., BSE Limited, and National Stock Exchange of India

Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of Central Depository Services (India) Limited (“CDSL”) [www.evotingindia.com](http://www.evotingindia.com).

5. Members whose names appeared in the Register of Members/Register of Beneficial Owners as on Friday, June 24, 2022 (cut-off date) were entitled to cast their vote through postal ballot by electronic means (remote e-voting) only.
6. In terms of above-mentioned MCA Circulars, the shareholders were provided the facility to cast their vote for this postal ballot by electronic means (e-voting) only through CDSL e-voting platform at <https://www.evotingindia.com>.
7. The voting commenced on Saturday, July 02, 2022 (10.00AM IST) and ended on Sunday, July 31, 2022 (5.00PM IST)
8. Total 195 shareholders have voted through e-voting. The summary of the votes cast through postal ballot process (E voting) is as under:

PARTICULARS		For	Against	Not Voted	Invalid*	TOTAL
Resolution 1	Votes	7,27,00,670	1,03,570	Nil	5,79,000	7,33,83,240
	No. of shareholders (Count)	175	19	Nil	1	195

\* A corporate shareholder who did not upload or submit the board resolution as per instruction in the notice and as required under Section 113 of the Companies Act, 2013 has been considered as invalid.

9. I have scrutinized the votes casted through postal ballot by e-voting and I have maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014. The votes which are valid and voted either ‘For’ or ‘Against’ are considered for the summary of results. Based upon the same, I submit the summary for result of Postal Ballot as under:

**Resolution No. 1:**

**Appointment of Mr. Macro Philippus Ardeshir Wadia as an Independent Director: (Special Resolution):**

**i) Voted in favor of the resolution:**

Number of members voted through postal ballot (electronic voting system)	Number of Votes cast (Shares)	% of total number of valid votes cast
175	7,27,00,670	99.86

**ii) Voted against the resolution:**

Number of members voted through postal ballot (electronic voting system)	Number of Votes cast (Shares)	% of total number of valid votes cast
19	1,03,570	0.14

**iii) Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5,79,000

12. The register and other documents relating to voting by electronic means shall remain in the safe custody until the Chairman considers, approves and signs the Minutes and thereafter the same shall be handed over to the Company Secretary for safe keeping.

13. You may accordingly declare the result of the Voting by Postal Ballot.

Place: Bengaluru

Date: 01.08.2022

Thanking You

SUDHIR  
VISHNUPANT  
HULYALKAR

Sudhir Vishnupant Hulyalkar

Company Secretary in Practice

Scrutinizer for Postal Ballot

FCS No: 6040 CP No: 6137

Peer Review Certificate No. 607/2019

UDIN: F006040D000719500