Mangalore Chemicals & Fertilizers Limited

722/POSTALBALLOT/2025 August 04, 2025

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 07, 2025 for re-appointment of Mr. Marco Philippus Ardeshir Wadia (DIN: 00244357) as a Non-executive Independent Director of the Company.

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 August 02, 2025 i.e. last date of e-voting.

The results of Postal Ballot along with report of the scrutinizer dated August 04, 2025 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

VIGHNESHWAR GOPALAKRISHNA BHAT
Digitally signed by VIGHNESHWAR GOPALAKRISHNA BHAT
Date: 2025.08.04 14:26:39 +05'30'

Vighneshwar G Bhat
Company Secretary

Encl: As above

Details of voting results of Postal Ballot pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015

Voting results	
Record date	27-06-2025
Total number of shareholders on record date	60922
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	**1**
Disclosure of notes on voting results	Add Notes

Resolution (1)

Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Re-appointment of Mr. Marco Philippus Ardeshir Wadia (DIN: 00244357) as a Non-executive Independent Director of the Company

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	71851686	70594500	98.2503	70594500	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	71851686	70594500	98.2503	70594500	0	100.0000	0.0000
Public- Institutions	E-Voting	12460810	9870669	79.2137	9246582	624087	93.6774	6.3226
	Poll							
	Postal Ballot (if applicable)							
	Total	12460810	9870669	79.2137	9246582	624087	93.6774	6.3226
Public- Non Institutions	E-Voting	34202654	138661	0.4054	125388	13273	90.4277	9.5723
	Poll							
	Postal Ballot (if applicable)							
	Total	34202654	138661	0.4054	125388	13273	90.4277	9.5723
Total		118515150	80603830	68.0114	79966470	637360	99.2093	0.7907
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes

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

REPORT OF SCRUTINIZER

To:

The Chairman

Mangalore Chemicals & Fertilizers Limited

(CIN: L24123KA1966PLC002036)

Regd. Office: Level 11, UB Tower, UB City,

24, Vittal Mallya Road,

Bangalore - 560 001

I, Sudhir Vishnupant Hulyalkar, Company Secretary in Practice, having my office at 4th Floor, Prabhas Complex, #27/1, S. Kariyappa Road, Basavanagudi, Bangalore- 560004 have been appointed as the Scrutinizer by the Board of Directors of MANGALORE CHEMICALS & FERTILIZERS LIMITED (CIN- L24123KA1966PLC002036) by its resolution dated Wednesday, May 7, 2025 for the purpose of scrutinising the postal ballot process and to submit my report in respect of the following resolution:

Item No. 1:

Re-appointment of Mr. Marco Philippus Ardeshir Wadia (DIN: 00244357) as a Non-executive Independent Director of the Company: (Special Resolution):

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, ("the Act") and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Marco Philippus Ardeshir Wadia (DIN: 00244357), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the of the Act, proposing his candidature for re-appointment as an Independent Director, be and is hereby re-appointed as a Non-executive Independent Director of the Company, for a second term of 5 (five) years with effect from May 13, 2025 up to May 12, 2030 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things and 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 of Postal Ballot of the Company dated May 07, 2025 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 Rules made thereunder and also read with the relaxations as notified by with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, and the latest being General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs and similar circulars issued by Securities and Exchange Board of India, latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2O24 dated 3rd October 2024 (hereinafter collectively referred to as 'Circulars') in relation to "clarification on passing of ordinary and special resolutions by companies under the Act and the rules made thereunder, 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 and websites of the Stock Exchanges i.e., BSE Limited, and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Central Depository Services (India) Limited ("CDSL") www.evotingindia.com.

5. Members whose names appeared in the Register of Members/Register of Beneficial Owners as on Friday, June 27, 2025 (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 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 Friday, July 4, 2025 (09.00 A.M. IST) and ended on Saturday, August 2, 2025 (5.00.P.M. IST)

8. Total 295 folios of shareholders have voted through e-voting. The summary of the votes cast through postal ballot process (E voting) is as under:

PARTICULARS		**FOR**	**AGAINST**	**ABSTAIN**	**INVALID**	**TOTAL**
Resolution 1	Votes	7,99,66,470	6,37,360	0	0	8,06,03,830
	No. of shareholders	274	21	0	0	295

9. I have scrutinized the votes cast 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:

Re-appointment of Mr. Marco Philippus Ardeshir Wadia (DIN: 00244357) as a Non-executive Independent Director of the Company: (Special Resolution): (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
274	7,99,66,470	99.21%

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
21	6,37,360	0.79%

10. 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.

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

Thanking You

SUDHIR VISHNUPANT HULYALKAR Digitally signed by SUDHIR VISHNUPANT HULYALKAR Date: 2025.08.04 12:45:14 +05'30'

Place: Bengaluru

Date: 04/08/2025

Sudhir Vishnupant Hulyalkar
Company Secretary in Practice
Scrutinizer for Postal Ballot
FCS No: 6040; CP No: 6137
PR. No. 6166/2024
UDIN: F006040G000923539