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 50th Annual General Meeting ('AGM') and voting results.

The 50th 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 50th Annual General Meeting:

The 50th 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 50th Annual General Meeting until the conclusion of the 55th 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

Mangalore Chemicals
& Fertilizers Limited

Annexure – II

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 50th 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 on through proxy • Promoter and Promoter Group • Public	 2 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 50th Annual General Meeting until the conclusion of the 55th 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

Registered & Corporate Office: UB Tower, Level 11, UB City, 24, Vittal Mallya Road, Bengaluru - 560 001, India.
Tel: +91 80 3985 5575/68 Fax: +91 80 3985 5588 E-mail: shares@mangalorechemicals.com
Website: www.mangalorechemicals.com
Corporate Identity Number: L24123KA1966PLC002036

Annexure - II

Mangalore Chemicals & Fertilizers Limited

Regulation 44(3) report

Mode of voting: Remote e-voting and physical ballot at the AGM

Agenda Item No. 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

Resolution Required : Ordinary								
Whether promoter/ promoter group are interested: No								
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E Voting	62843211	62843211	100.00	62843211	0	100.00	0.00
	Poll	5826828	5826828	100.00	5826828	0	100.00	0.00
	Total	68670039	68670039	100.00	68670039	0	100.00	0.00
Public - Institutions	E Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E Voting	5452	5452	100.00	5376	76	98.60	1.40
	Poll	3711	3641	98.11	3091	50	84.89	1.37
	Total	9163	9093	99.24	8467	126	93.11	1.38
Total		68679202	68679132	100.00	68678506	126	100.00	0.00

Agenda Item No. 2: Declaration of Dividend on the Equity Shares for the Financial Year 2016-17

Resolution Required : Ordinary								
Whether promoter/ promoter group are interested: No								
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100

MANGALORE CHEMICALS & FERTILIZERS LTD Bangalore

Promoter and Promoter Group	E Voting	62843211	62843211	100.00	62843211	0	100.00	0
	Poll	5826828	5826828	100.00	5826828	0	100.00	0
	Total	68670039	68670039	100.00	68670039	0	100.00	0
Public - Institutions	E Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E Voting	5452	5452	100.00	5377	75	98.62	1.38
	Poll	3711	3671	98.11	3091	50	84.89	1.37
	Total	9163	9093	99.24	8468	125	93.12	1.37
Total		68679202	68679132	100.00	68678507	125	100.00	0.00

Agenda Item No. 3: Re-appointment of Mr. Akshay Poddar as Director of the Company

Resolution Required : Ordinary								
Whether promoter/ promoter group are interested: No								
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E Voting	62843211	62843211	100.00	62843211	0	100.00	0.00
	Poll	5826828	5826828	100.00	5826828	0	100.00	0.00
	Total	68670039	68670039	100.00	68670039	0	100.00	0.00
Public - Institutions	E Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E Voting	5452	5452	100.00	5376	76	98.60	1.40
	Poll	3711	3671	98.11	3091	50	84.89	1.37
	Total	9163	9093	99.24	8467	126	93.11	1.38
Total		68679202	68679132	100.00	68678506	126	100.00	0.00

Agenda Item No. 4: Appointment of M/s. S. R. Batliboi & Co. LLP, as Statutory Auditors to hold office from the conclusion of the 50th Annual General Meeting until the conclusion of the 55th Annual General Meeting, subject to ratification by members at every Annual General Meeting.

Resolution Required : Ordinary
Whether promoter/ promoter group are interested: No

MANGALORE CHEMICALS & FERTILIZERS LTD. Bangalore

Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E Voting	62843211	62843211	100.00	62843211	0	100.00	0.00
	Poll	5826828	5826828	100.00	5826828	0	100.00	0.00
	Total	68670039	68670039	100.00	68670039	0	100.00	0.00
Public - Institutions	E Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E Voting	5452	5452	100.00	5376	76	98.60	1.40
	Poll	3711	3671	98.11	3091	50	84.89	1.37
	Total	9163	9093	99.24	8467	126	93.11	1.38
Total		68679202	68679132	100.00	68678506	126	100.00	0.00

Agenda Item No. 5: Appointment of Mr. Sunil Sethy, as Director

Resolution Required : Ordinary								
Whether promoter/ promoter group are interested: No								
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E Voting	62843211	62843211	100.00	62843211	0	100.00	0.00
	Poll	5826828	5826828	100.00	0	5826828	0.00	100.00
	Total	68670039	68670039	100.00	62843211	5826828	91.51	8.49
Public - Institutions	E Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E Voting	5452	5452	100.00	5376	76	98.60	1.39
	Poll	3711	3671	98.11	3091	50	84.89	1.37
	Total	9163	9093	99.24	8467	126	93.12	1.38
Total		68679202	68679132	100.00	62851678	5826954	91.51	8.48

MANGALORE CHEMICALS & FERTILIZERS LTD. ★ Bangalore

Agenda Item No. 6: Appointment of Mrs. Rita Menon, as an Independent Director

Resolution Required : Ordinary								
Whether promoter/ promoter group are interested: No								
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E Voting	62843211	62843211	100.00	62843211	0	100.00	0.00
	Poll	5826828	5826828	100.00	0	5826828	0.00	100.00
	Total	68670039	68670039	100.00	62843211	5826828	91.51	8.49
Public - Institutions	E Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E Voting	5452	5452	100.00	5375	77	98.58	1.41
	Poll	3711	3671	98.11	3021	50	84.20	1.36
	Total	9163	9123	99.24	8396	127	92.79	1.39
Total		68679202	68679132	100.00	62851677	5826955	92.90	8.49

Agenda Item No. 7: Approval of remuneration to Mr. N. Suresh Krishnan, Managing Director

Resolution Required : Ordinary								
Whether promoter/ promoter group are interested: No								
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E Voting	62843211	62843211	100.00	62843211	0	100.00	62843211
	Poll	5826828	5826828	100.00	0	5826828	100.00	5826828
	Total	68670039	68670039	100.00	62843211	5826828	100.00	68670039
Public - Institutions	E Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E Voting	5452	5452	100.00	5376	76	100.00	5452

MANGALORE CHEMICALS & FERTILIZERS LTD. Bangalore

	Poll	3711	3671	98.11	3091	50	98.11	3711
	Total	9163	9093	99.24	8467	126	99.24	9163
Total		68679202	68679132	100.00	62851678	5826954	100.00	68679202

Agenda Item No. 8: Appointment and approval of remuneration to Mr. K. Prabhakar Rao as Director – Works

Resolution Required : Ordinary								
Whether promoter/ promoter group are interested: No								
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E Voting	62843211	62843211	100.00	62843211	0	100.00	0.00
	Poll	5826828	5826828	100.00	0	5826828	0.00	100.00
	Total	68670039	68670039	100.00	62843211	5826828	91.51	8.49
Public - Institutions	E Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E Voting	5452	5452	100.00	5376	76	98.60	1.39
	Poll	3711	3671	98.11	3091	50	84.89	1.37
	Total	9163	9093	99.24	8467	126	93.12	1.38
Total		68679202	68679132	100.00	62851678	5826954	91.51	8.48

Agenda Item No. 9: Approval of payment of remuneration by way of commission to Directors other than the Managing / Whole-time Directors

Resolution Required : Ordinary								
Whether promoter/ promoter group are interested: No								
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E Voting	62843211	62843211	100.00	62843211	0	100.00	
	Poll	5826828	5826828	100.00	0	5826828	100.00	
	Total	68670039	68670039	100.00	62843211	5826828	100.00	

MANGALORE CHEMICALS & FERTILIZERS LTD. Bangalore

Public - Institutions	E Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E Voting	5452	5452	100.00	2375	3077	43.56	56.43
	Poll	3711	3671	98.11	3091	50	84.20	1.36
	Total	9163	9123	99.24	5466	3127	59.65	34.27
Total		68679202	68679132	100.00	62848677	5829955		

Agenda Item No. 10: Ratification of Cost Auditor's remuneration

Resolution Required : Ordinary								
Whether promoter/ promoter group are interested: No								
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E Voting	62843211	62843211	100.00	62843211	0	100.00	0.00
	Poll	5826828	5826828	100.00	5826828	0	100.00	0.00
	Total	68670039	68670039	100.00	68670039	0	100.00	0.00
Public - Institutions	E Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E Voting	5452	5452	100.00	5376	76	98.60	1.40
	Poll	3711	3671	98.11	3091	50	84.20	1.37
	Total	9163	9093	99.24	8467	126	93.11	1.38
Total		68679202	68679132	100.00	68678506	126	100.00	0.00

MANGALORE CHEMICALS & FERTILIZERS LTD. Bangalore

Annexure - III

SUDHINDRA K.S
B.Com.,FCS,LLB
Company Secretary

To ,

The Managing Director / Company Secretary
Mangalore Chemicals and Fertilizers Limited
Level 11, UB Tower, UB City,
24, VittalMallya Road
Bengaluru-560001

Dear Sir,

Sub: Combined Scrutinizer Report on e-voting and poll at the 50th Annual General Meeting of Shareholders of the Company held on 25thSeptember2017 atGood Shepherd Auditorium, Opposite St. Joseph's Pre- University College, Field Marshal K. M. Cariappa Road (Residency Road), Bengaluru-560025.

I Sudhindra K S,a Company Secretary in Practice having office at No. 85, 004 OjusApts, Ground Floor, 4th Main, 13th Cross, Malleswaram, Bengaluruhave been appointed as a Scrutinizer for the purpose of scrutinizing the e-voting and for the purposes of the poll taken in a fair and transparent manner by ascertaining the requisite majority on e-voting and the poll carried out as per the provisions of the Companies Act, 2013 read with applicable rules of the Companies (Management and Administration) Rules, 2014 on the resolutions mentioned in the notice of the 50thAnnual General Meeting of Members of Mangalore Chemicals and Fertilizers Limited held on Monday, the 25thSeptember2017 at 10.00AMGood Shepherd Auditorium, Opposite St. Joseph's Pre- University College, Field Marshal K. M. Cariappa Road (Residency Road), Bengaluru-560025.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act 2013 and Rules relating to e-voting and the poll on the resolutions mentioned in notice of 50th Annual General Meeting of the Members of the Company.

My responsibility as a scrutinizer for e voting and the poll is restricted to ascertain the votes cast "In favour" or "Against" or "invalid" on the ballot/poll conducted at the Venue of the 50th Annual General Meeting of the Company and also based on the reports downloaded from the e voting platform provided CDSL through its website http://evotingindia.com to the members for casting e-voting.

SUDHINDRA K.S. C.P.No.8390 FCS No.7909 BANGALORE Company Secretary

MANGALORE CHEMICALS & FERTILIZERS LTD. Bangalore

85, Ojus Apts,# 4, Ground Floor, 4th Main, 13th Cross ,Malleshwaram, Bangalore - 03. Phone : (O)080-23560101 Call:9844271319
E-mail:sudhindraksfcs@gmail.com

SUDHINDRA K.S
B.Com.,FCS,LLB
Company Secretary

To

25th September, 2017

The Managing Director / Company Secretary
Mangalore Chemicals and Fertilizers Limited
Level 11, UB Tower, UB City,
24, Vittal Mallya Road
Bengaluru-560001

Dear Sir,

Sub: Scrutinizer's Report on e-voting and Ballot/Poll on the 50th Annual General Meeting.

At the outset, I would like to thank you for entrusting me with the task of scrutinizing the e-voting and voting on Insta Poll by the Shareholders of the Company, at the 50thAnnual General Meetingheld on Monday, the 25th September 2017, at "Good Shepherd Auditorium, Opposite St. Joseph's Pre- University College, Field Marshal K. M. Cariappa Road (Residency Road), Bengaluru-560025.

I am pleased to enclose the Report of the Scrutinizer in three parts as listed below:

PART-I	Report of the Scrutinizer on E-voting
PART-II	Report of Ballot/Poll results at the AGM in MGT Form 13.
PART-III	Consolidated Results of e-Voting &Ballot/Poll

Report on E-voting and Ballot/Poll is based on the data downloaded from the e-Voting platform provided by Cameo Corporate Services Limited and member's details arebased on the data provided by RTA

I trust you will find the reports to be comprehensive and self explanatory in all respects. I will be pleased to clarify on your queries, if any, on the subject.

Assuring you of our best services at all times.

Thanking You

SUDHINDRA K.S C.P.No.8190 FCS No. 7909 BANGALORE Company Secretary

Sudhindra K S
Company Secretary.

85, Ojus Apts,# 4, Ground Floor, 4th Main, 13th Cross ,Malleshwaram, Bangalore - 03. Phone : (O)080-23560101 Call:9844271319
E-mail:sudhindraksfcs@gmail.com

The Company had appointed Central Depositary Services Limited (CDSL) as a service provider, for providing electronic voting to the shareholders of the Company from 21st September2017 9.00AM till 24th September2017 5.00PM. The Cameo Corporate Services Limited is the Registrar and Share Transfer Agent of the Company.

The Electronic Statement of Votes cast were unlocked on 25th September 2017 around 11.55 AM in the presence of two witnesses, namely Ms. Sowmya.R and Mr. Shivappa Athani who are not in the employment of the Company. They have signed below in confirmation of votes being unlocked in their presence. A statement to the effect that the aforesaid persons were witness to the unlocking is also attached in **Annexure-1.**

For further details kindly refer Scrutinizer Report dated 25th September2017 attached herewith.

At the Annual General Meeting, the Company facilitated the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. For details kindly refer to Scrutinizer Report in Form MGT 13 dated 25th September2017.

The Poll papers were considered invalid due to following reasons and same has been kept separately.

(a) Neither assent nor dissent vote cast on polling paper
(b) Vote cast for both assent and dissent.
(c) No Signature of polling paper.
(d) Board Resolution/Authorization letter from Corporate Bodies not attached.

Consolidate results on e-voting and vote on poll is herewith attached.

The Register, all other papers and relevant records relating to electronic voting and poll papers and the same will be handed over to the Company Secretary for safe keeping.

Thanking You

SUDHINDRA K.S. C.P.No.8190 FCS No. 7909 BANGALORE Company Secretary

Sudhindra K S
Scrutinizer
Company Secretary.
FCS No 7909, CP No 8190
Date: 25th September 2017
Place: Bengaluru

ConsolidatedResults of E voting & Poll.

Consolidated Results of Item No: 1-Ordinary Resolution: Adoption of Accounts for the year ended 31.03.2017

Particulars	Number of Votes contained in						Percentage of % Valid Votes.
	E-Votes		Ballot/Poll		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	9	62848587	16	5829919	25	68678506	99.9998%
Dissent	2	76	1	50	3	126	0.0002%
Invalid	0	0	2	500	2	500	NA
Abstain	0	0	0	70	0	70	NA
Total	11	62848663	19	5830539	30	68679202	100.00%

Accordingly, out of total 68678632 valid votes cast via e-voting and poll 68678506 votes were cast assenting to the Ordinary Resolution constituting99.9998%of the votes polled and 126 votes were cast dissenting to the Ordinary Resolution constituting 0.0002%of the votes polled.

Thus the ordinary resolution contained in item no. 1 of the notice is passed with requisite majority.

Consolidated Results of Item No: 2-Ordinary Resolution: Declaration of Dividend on the equity Shares for the financial year 2016-17.

Particulars	Number of Votes contained in						Percentage of % Valid Votes.
	E-Votes		Ballot/Poll		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	10	62848588	16	5829919	26	68678507	99.9998%
Dissent	1	75	1	50	2	125	0.0002%
Invalid	0	0	2	500	2	500	NA
Abstain	0	0	0	70	0	70	NA
Total	11	62848663	19	5830539	30	68679202	100.00%

Accordingly, out of total 68678632valid votes cast via e-voting and poll 68678507votes were cast assenting to the Ordinary Resolution constituting 99.9998% of the votes polled and 125 votes were cast dissenting to the Ordinary Resolution constituting 0.0002% of the votes polled.

Thus the ordinary resolution contained in item no. 2 of the notice is passed with requisite majority.

SUDHINDRA K S C.P.No.8100 FCS No. 7909 BANGALORE Company Secretary

Consolidated Results of Item No: 3.-Ordinary Resolution: Re-appointment of Mr.AkshayPoddar as Director of the Company.

Particulars	Number of Votes contained in						Percentage of % Valid Votes.
	E-Votes		Ballot/Poll		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	9	62848587	16	5829919	25	68678506	99.9998%
Dissent	2	76	1	50	3	126	0.0002%
Invalid	0	0	2	500	2	500	NA
Abstain	0	0	0	70	0	70	NA
Total	11	62848663	19	5830539	30	68679202	100.00%

Accordingly, out of total of 68678632valid votes cast via e-voting and poll 68678506 votes were cast assenting to the Ordinary Resolution constituting 99.9998% of the votes polled and 126 votes were cast dissenting to the Ordinary Resolution constituting 0.0002% of the votes polled.

Thus the ordinary resolution contained in item no. 3 of the notice is passed with requisite majority.

Consolidated Results of Item No: 4-Ordinary Resolution: Appointment M/s S. R. Batliboi& Co. LLP, as StatutoryAuditors.

Particulars	Number of Votes contained in						Percentage of % Valid Votes.
	E-Votes		Ballot/Poll		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	9	62848587	16	5829919	25	68678506	99.9998%
Dissent	2	76	1	50	3	126	0.0002%
Invalid	0	0	2	500	2	500	NA
Abstain	0	0	0	70	0	70	NA
Total	11	62848663	19	5830539	30	68679202	100.00%

Accordingly, out of total of 68678632 valid votes cast via e-voting and poll 68678506votes were cast assenting to the Ordinary Resolution constituting 99.9998% of the votes polled and 126 votes were cast dissenting to the Ordinary Resolution constituting 0.0002% of the votes polled.

Thus the ordinary resolution contained in item no. 4 of the notice is passed with requisite majority.

SUDHINDRA K S
C.P.No.8190
FCS No. 7909
BANGALORE
Company Secretary

Consolidated Results of Item No: 5- Ordinary Resolution: Appointment of Mr. Sunil Sethy as Director DIN-00244104

Particulars	Number of Votes contained in						Percentage of % Valid Votes.
	E-Votes		Ballot/Poll		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	9	62848587	15	3091	24	62851678	91.5156%
Dissent	2	76	2	5826878	4	5826954	8.4844%
Invalid	0	0	2	500	2	500	NA
Abstain	0	0	0	70	0	70	NA
Total	11	62848663	19	5830539	30	68679202	100.00%

Accordingly, out of total of 68678632 valid votes cast via e-voting and poll 62851678votes were cast assenting to the Ordinary Resolution constituting 91.5156 % of the votes polled and 5826954 votes were cast dissenting to the Ordinary Resolution constituting 8.4844% of the votes polled.

Thus the ordinary resolution contained in item no. 5 of the notice is passed with requisite majority.

Consolidated Results of Item No: 6- Ordinary ResolutionAppointment of Mrs. Rita Menon as Independent Director DIN-00543058.

Particulars	Number of Votes contained in						Percentage of % Valid Votes.
	E-Votes		Ballot/Poll		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	8	62848586	15	3091	23	62851677	91.5156
Dissent	3	77	2	5826878	5	5826955	8.4844
Invalid	0	0	2	500	2	500	NA
Abstain	0	0	0	70	0	70	NA
Total	11	62848663	19	5830539	30	68679202	100.00%

Accordingly, out of total of 68678632valid votes cast via e-voting and poll 62851677votes were cast assenting to the Ordinary Resolution constituting 91.5156% of the votes polled and 5826955 votes were cast dissenting to the Ordinary Resolution constituting 8.4844% of the votes polled.

Thus the ordinary resolution contained in item no. 6 of the notice ispassed with requisite majority.

SUDHINDRA K.S
C.P.No.8190
FCS No. 7909
BANGALORE
Company Secretary

Consolidated Results of Item No: 7- Ordinary Resolution: Approval for payments of consolidated salary of Rs.8,00,000/- Per Month to Mr. N Suresh Krishnan, Managing Director

Particulars	Number of Votes contained in						Percentage of % Valid Votes.
	E-Votes		Ballot/Poll		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	9	62848587	15	3091	24	62851678	91.5156%
Dissent	2	76	2	5826878	4	5826954	8.4844%
Invalid	0	0	2	500	2	500	NA
Abstain	0	0	0	70	0	70	NA
Total	11	62848663	19	5830539	30	68679202	100.00%

Accordingly, out of total of 68678632valid votes cast via e-voting and poll 62851678votes were cast assenting to the Ordinary Resolution constituting 91.5156% of the votes polled and 5826954 votes were cast dissenting to the Ordinary Resolution constituting 8.4844% of the votes polled.

Thus the ordinary resolution contained in item no.7 of the notice is passed with requisite majority.

Consolidated Results of Item No: 8- Ordinary Resolution: Appointment of Mr. K PrabhakarRao as Director-Works.

Particulars	Number of Votes contained in						Percentage of % Valid Votes.
	E-Votes		Ballot/Poll		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	9	62848587	15	3091	24	62851678	91.5156%
Dissent	2	76	2	5826878	4	5826954	8.4844%
Invalid	0	0	2	500	2	500	NA
Abstain	0	0	0	70	0	70	NA
Total	11	62848663	19	5830539	30	68679202	100.00%

Accordingly, out of total of 68678632 valid votes cast via e-voting and poll 62851678votes were cast assenting to the Ordinary Resolution constituting 91.5156% of the votes polled and 5826954 votes were cast dissenting to the Ordinary Resolution constituting 8.4844% of the votes polled.

Thus the Ordinary Resolution contained in item no. 8 of the notice is passed with requisite majority.

SUDHINDRA K.S. C.P.No.8190 FCS No. 7909 BANGALORE Company Secretary

Consolidated Results of Item No: 9-Ordinary Resolution: Approval of Remuneration payable to Directors, other than Managing /Whole-time Directors.

Particulars	Number of Votes contained in						Percentage of % Valid Votes.
	E-Votes		Ballot/Poll		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	7	62845586	15	3091	22	62848677	91.5113%
Dissent	4	3077	2	5826878	6	5829955	8.4887%
Invalid	0	0	2	500	2	500	NA
Abstain	0	0	0	70	0	70	NA
Total	11	62848663	19	5830539	30	68679202	100.00%

Accordingly, out of total of 68678632 valid votes cast via e-voting and poll 62848677 votes were cast assenting to the Ordinary Resolution constituting 91.5113% of the votes polled and 5829955 votes were cast dissenting to the Ordinary Resolution constituting 8.4887% of the votes polled.

Thus the Ordinary Resolution for the item no.9 of the notice is passed with requisite majority.

Consolidated Results of Item No: 10 -Ordinary Resolution: Ratification of Remuneration to the Cost Auditor

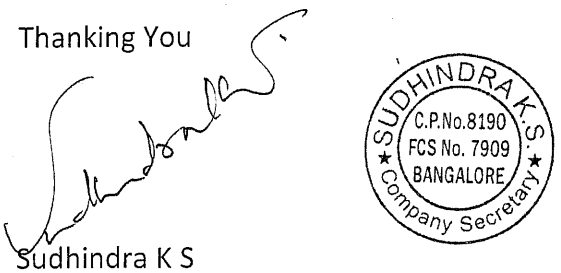
Particulars	Number of Votes contained in						Percentage of % Valid Votes.
	E-Votes		Ballot/Poll		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	9	62848587	16	5829919	25	68678506	99.9998%
Dissent	2	76	1	50	3	126	0.0002%
Invalid	0	0	2	500	2	500	NA
Abstain	0	0	0	70	0	70	NA
Total	11	62848663	19	5830539	30	68679202	100.00%

SUDHINDRA S. C.P.No.8190 FCS No. 7809 BANGALORE Company Secretary

Accordingly, out of total of 68678632 valid votes cast via e-voting and poll 68678506votes were cast assenting to the Ordinary Resolution constituting 99.9998% of the votes polled and 126 votes were cast dissenting to the Ordinary Resolution constituting 0.0002% of the votes polled.

Thus the Ordinary Resolution for the item no. 10 of the notice is passed with requisite majority.

Thanking You



Sudhindra K S
Scrutinizer
Company Secretary
FCS No 7909, CP No 8190

Date: 25th September 2017
Place: Bengaluru

Annexure-1

Statement of witness as required under to be present under Rule 20(3)(xii) of Companies (Management and Administration) Rules, 2014:

Witness 1:

I, Sowmya.R, residing at #58, 1st Floor, 3rd Cross, S.P. Extension, Malleswaram, Bengaluru-560003 hereby state that I witnessed the downloading of the votes on the website www.evotingindia.com,when Mr. Sudhindra K S, Scrutinizer appointed by Mangalore Chemicals and Fertilizers Limited unblocked the same, I further state that I am not an employee of Mangalore Chemicals and Fertilizers Limited.

Signature:

Date:25/09/2017

Witness 2:

I, Shivappa Athani, residing at # 88 8th Cross 4th Main, KNE College Bangalore-560097, hereby state that I witnessed the downloading of the votes on the website www.evotingindia.com when Mr. Sudhindra K S, Scrutinizer appointed by Mangalore Chemicals and Fertilizers Limited unblocked the same, I further state that I am not an employee of Mangalore Chemicals and Fertilizers Limited.

Signature:

Date:25/09/2017