Mangalore Chemicals
& Fertilizers Limited

MCFL/SE/2015

October 1, 2015

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
Bombay Stock Exchange Limited,
Floor 25, PhirozeJeejeebhoy Towers,
Dalal Street
**MUMBAI - 400 001**
Fax No. 022 – 22723121/3719

Dear Sir,

**Sub: Voting Results – Clause 35A of the Listing Agreement**

In terms of Clause 35A of the Listing Agreement, we are furnishing below the details of voting results at the 48th Annual General Meeting of the Company held on September 29, 2015 in the prescribed format.

| | |
|---|---|
| Date of AGM | September 29, 2015 |
| Book Closure date | September 19, 2015 to September 29, 2015 (both days inclusive) |
| Total number of shareholders on record date | 57,417 |
| No. of shareholders present at the meeting either in person on through proxy<br>• Promoter and Promoter Group<br>• Public | <br>4<br>172 |
| No. of Shareholders attended the meeting through video conferencing | Video Conferencing facility was not arranged |

**Details of Agenda**

| Item No | Particulars | Mode of voting | Remarks |
|---|---|---|---|
| 1 | Adoption of accounts for the year ended on March 31, 2015 and the reports of the Auditors and Directors thereon | Remote e-voting & Poll | Passed with requisite majority |
| 2 | Declaration of Dividend | Remote e-voting & Poll | Passed with requisite majority |
| 3 | Ratification of appointment of M/s K P Rao & Co., as Statutory Auditors | Remote e-voting & Poll | Passed with requisite majority |
| 4 | Appointment of Mr. Akshay Poddar as Director | Remote e-voting & Poll | Passed with requisite majority |
| 5 | Appointment of Mr. Kapil Mehan as Director | Remote e-voting & Poll | Passed with requisite majority |
| 6 | Appointment of Mr. Suresh Krishnan as Director | Remote e-voting & Poll | Passed with requisite majority |
| 7 | Ratification of Cost Auditor's remuneration | Remote e-voting & Poll | Passed with requisite majority |
| 8 | Approval for proposed transactions with Zuari Fertilisers and Chemicals Limited | Remote e-voting & Poll | Passed with requisite majority |
| 9 | Approval for proposed transactions with Zuari Agro Chemicals Limited | Remote e-voting & Poll | Passed with requisite majority |

Mangalore Chemicals
& Fertilizers Limited

| | | | |
|---|---|---|---|
| 10 | Approval for proposed transactions with Paradeep Phosphate Limited | Remote e-voting & Poll | Passed with requisite majority |
| 11 | Appointment of Mr. Arun Duggal as Independent Director | Remote e-voting & Poll | Passed with requisite majority |
| 12 | Appointment of Mr. Narendra Mairpady as Independent Director | Remote e-voting & Poll | Passed with requisite majority |

In case of poll / postal ballot / E-voting:

| Promoter / Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares | 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 | Details as per Annexure A attached herewith | | | | | | |
| Public – Institutional holders | | | | | | | |
| Public- Others | | | | | | | |
| Total | | | | | | | |

A copy of the report of the Scrutinizer is also attached.

Thanking you,

Yours faithfully
**For Mangalore Chemicals & Fertilizers Ltd.**

**Vijayamahantesh Khannur**
**Company Secretary**

ANNEXURE A

Mangalore Chemicals & Fertilizers Limited
Clause 35A report

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

| Item No. | Type of Resolution | Promoter / Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares | 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 |
|---|---|---|---|---|---|---|---|---|---|
| 1. Adoption of accounts for the year ended on March 31, 2015 and the reports of the Auditors and Directors thereon | Ordinary | Promoter and Promoter Group | 88886107 | 26042896 | 29.30 | 26042896 | 0 | 100.00 | 0.00 |
| | | Public – Institutional holders | 2084052 | 1450 | 0.07 | 1450 | 0 | 0.01 | 0.00 |
| | | Public-Others | 27544991 | 13417 | 0.05 | 11465 | 1952 | 85.45 | 14.55 |
| | | Total | 118515150 | 26057763 | 21.99 | 26055811 | 1952 | 99.99 | 0.01 |
| 2. Declaration of Dividend | Ordinary | Promoter and Promoter Group | 88886107 | 26042896 | 29.30 | 26042896 | 0 | 100.00 | 0.00 |
| | | Public – Institutional holders | 2084052 | 1450 | 0.07 | 1450 | 0 | 0.01 | 0.00 |
| | | Public-Others | 27544991 | 13517 | 0.05 | 11365 | 2152 | 84.08 | 15.92 |
| | | Total | 118515150 | 26057863 | 21.99 | 26055711 | 2152 | 99.99 | 0.01 |
| 3. Ratification of appointment of M/s K P Rao & Co., as Statutory Auditors | Ordinary | Promoter and Promoter Group | 88886107 | 88886107 | 100.00 | 88886107 | 0 | 100.00 | 0.00 |
| | | Public – Institutional holders | 2084052 | 1450 | 0.07 | 1450 | 0 | 0.00 | 0.00 |
| | | Public-Others | 27544991 | 13542 | 0.05 | 11690 | 1852 | 86.32 | 13.68 |
| | | Total | 118515150 | 88901099 | 75.00 | 88899247 | 1852 | 100.00 | 0.00 |

MANGALORE CHEMICALS & FERTILIZERS LTD. BANGALORE

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| 4. Appointment of Mr. Akshay Poddar as Director | Ordinary | Promoter and Promoter Group | 88886107 | 88886107 | 100.00 | 88886107 | 0 | 100.00 | 0.00 |
| | | Public – Institutional holders | 2084052 | 1450 | 0.07 | 1450 | 0 | 0.00 | 0.00 |
| | | Public- Others | 27544991 | 13517 | 0.05 | 11550 | 1967 | 85.45 | 14.55 |
| | | Total | 118515150 | 88901074 | 75.00 | 88899107 | 1967 | 100.00 | 0.00 |
| 5. Appointment of Mr. Kapil Mehan as Director | Ordinary | Promoter and Promoter Group | 88886107 | 88886107 | 100.00 | 62843211 | 26042896 | 70.70 | 29.30 |
| | | Public – Institutional holders | 2084052 | 1450 | 0.07 | 1450 | 0 | 0.00 | 0.00 |
| | | Public- Others | 27544991 | 13517 | 0.05 | 11615 | 1902 | 85.93 | 14.07 |
| | | Total | 118515150 | 88901074 | 75.00 | 62856276 | 26044798 | 70.70 | 29.30 |
| 6. Appointment of Mr. Suresh Krishnan as Director | Ordinary | Promoter and Promoter Group | 88886107 | 88886107 | 100.00 | 62843211 | 26042896 | 70.70 | 29.30 |
| | | Public – Institutional holders | 2084052 | 1450 | 0.07 | 1450 | 0 | 0.00 | 0.00 |
| | | Public- Others | 27544991 | 13517 | 0.05 | 11615 | 1902 | 85.93 | 14.07 |
| | | Total | 118515150 | 88901074 | 75.00 | 62856276 | 26044798 | 70.70 | 29.30 |
| 7. Ratification of Cost Auditor's remuneration | Ordinary | Promoter and Promoter Group | 88886107 | 88886107 | 100.00 | 88886107 | 0 | 100.00 | 0.00 |
| | | Public – Institutional holders | 2084052 | 1450 | 0.07 | 1450 | 0 | 0.00 | 0.00 |
| | | Public- Others | 27544991 | 13542 | 0.05 | 11640 | 1902 | 85.95 | 14.05 |
| | | Total | 118515150 | 88901099 | 75.00 | 88899197 | 1902 | 100.00 | 0.00 |



| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| 8. Approval for proposed transactions with Zuari Fertilisers and Chemicals Limited | Ordinary | Promoter and Promoter Group | 88886107 | 26042896 | 29.30 | 26042896 | 0 | 100.00 | 0.00 |
| | | Public – Institutional holders | 2084052 | 1450 | 0.07 | 1450 | 0 | 0.01 | 0.00 |
| | | Public- Others | 27544991 | 15219 | 0.06 | 13317 | 1902 | 87.50 | 12.50 |
| | | Total | 118515150 | 26059565 | 21.99 | 26057663 | 1902 | 99.99 | 0.01 |
| 9. Approval for proposed transactions with Zuari Agro Chemicals Limited | Ordinary | Promoter and Promoter Group | 88886107 | 26042896 | 29.30 | 26042896 | 0 | 100.00 | 0.00 |
| | | Public – Institutional holders | 2084052 | 1450 | 0.07 | 1450 | 0 | 0.01 | 0.00 |
| | | Public- Others | 27544991 | 15419 | 0.06 | 13317 | 2102 | 86.37 | 13.63 |
| | | Total | 118515150 | 26059765 | 21.99 | 26057663 | 2102 | 99.99 | 0.01 |
| 10. Approval for proposed transactions with Paradeep Phosphate Limited | Ordinary | Promoter and Promoter Group | 88886107 | 26042896 | 29.30 | 26042896 | 0 | 100.00 | 0.00 |
| | | Public – Institutional holders | 2084052 | 1450 | 0.07 | 1450 | 0 | 0.01 | 0.00 |
| | | Public- Others | 27544991 | 15419 | 0.06 | 13367 | 2052 | 86.69 | 13.31 |
| | | Total | 118515150 | 26059765 | 21.99 | 26057713 | 2052 | 99.99 | 0.01 |
| 11. Appointment of Mr. Arun Duggal as Independent Director | Ordinary | Promoter and Promoter Group | 88886107 | 88886107 | 100.00 | 88886107 | 0 | 100.00 | 0.00 |
| | | Public – Institutional holders | 2084052 | 1450 | 0.07 | 1450 | 0 | 0.00 | 0.00 |
| | | Public- Others | 27544991 | 13567 | 0.05 | 11714 | 1853 | 86.34 | 13.66 |
| | | Total | 118515150 | 88901124 | 75.00 | 88899271 | 1853 | 100.00 | 0.00 |



| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| 12. Appointment of Mr. Narendra Mairpady as Independent Director | Ordinary | Promoter and Promoter Group | 88886107 | 88886107 | 100.00 | 62843211 | 26042896 | 70.70 | 29.30 |
| | | Public – Institutional holders | 2084052 | 1450 | 0.07 | 1450 | 0 | 0.00 | 0.00 |
| | | Public- Others | 27544991 | 13567 | 0.05 | 11614 | 1953 | 85.60 | 14.40 |
| | | Total | 118515150 | 88901124 | 75.00 | 62856275 | 26044849 | 70.70 | 29.30 |



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

To
The Managing Director
Mangalore Chemicals and Fertilisers Limited
level 11, UB Tower, UB City,
24, Vittal Mallya Road
Bangalore

Dear Sir,

Sub: Combined Scrutinizer Report on e-voting and poll at the 48th Annual General Meeting of Shareholders of the Company held on 29th September 2015 at Conference Hall, 1st Floor , UB City, No 14 Vittal Mallya Road , Bangalore – 560001.

I Sudhindra K S, a Company Secretary in Practice having office at No. 85, 004 Ojus Apts, Ground Floor, 4th Main, 13th Cross, Malleswaram, Bangalore have 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 48th Annual General Meeting of Members of Mangalore Chemicals and Fertilisers Limited held on Tuesday, the 29th September 2015 at 10.30 AM at Conference Hall, 1st Floor , UB City, No 14 Vittal Mallya Road , Bangalore - 560001

The Company has published a notice in "Business Standard" English Edition and "Sanjeya Vani" Kannada Edition dated 22nd September 2015 as required under Section 160(2) of the Companies Act 2013 about the Ordinary notice received from a Member proposing candidatures of Mr. Arun Duggal (DIN-00024262) and Mr. Narendra Mairpady (DIN-00536905) for Directorship of the Company and same be treated as included in the business to be transacted at 48th Annual General Meeting of Company

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 48th 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 48th Annual General Meeting of the Company and also based on the reports downloaded from the e voting platform provided by http://evotingindia.com to the members for casting e-voting.

The Company had appointed Central Depositary Services Limited (CDSL) as a service provider, for providing electronic voting to the shareholders of the Company from 24th

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

September 2015 9.00AM till 28th September 2015 5.00PM. The Cameo Corporate Services Limited is the Registrar and Share Transfer Agent of the Company.

The votes were unlocked on 29th September 2015 around 12.49 Noon in the presence of two witnesses, Mr. S Kedarnath and Mr. K Narayanaswamy 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 my Scrutinizer Report dated 30th September 2015 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 my Scrutinizer Report in Form MGT 13 dated 30th September 2015.

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.

As per Clause 49 of the listing agreement, interested party shall abstain from voting for the related party transactions and hence member who had cast their votes through e voting is considered invalid.

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

Scrutinizer

Company Secretary.

FCS No 7909, CP No 8190

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

Date: 30th September 2015

Place: Bengaluru

## Consolidated Results of E voting & Poll.

**Consolidated Results of Item No: 1-Ordinary Resolution: Adoption of Accounts for the year ended 31.03.2015**

| Particulars | Number of Votes contained in | | | Percentage of % Valid Votes. |
|---|---|---|---|---|
| | E-Votes | Poll | Total | |
| Assent | 3169 | 26052642 | 26055811 | 99.9925 |
| Dissent | 1852 | 100 | 1952 | 0.0075 |
| Invalid | 0 | 992 | 992 | - |
| Total | 5021 | 26053734 | 26058755 | 100.00% |

Accordingly, out of total of 26057763 valid votes cast via e-voting and poll 26055811 votes were cast assenting to the Ordinary Resolution constituting 99.9925% of the votes polled; 1952 votes were cast dissenting to the Ordinary Resolution constituting 0.0074 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**

| Particulars | Number of Votes contained in | | | Percentage of % Valid Votes. |
|---|---|---|---|---|
| | E-Votes | Poll | Total | |
| Assent | 3169 | 26052542 | 26055711 | 99.9921 |
| Dissent | 1852 | 300 | 2152 | 0.0079 |
| Invalid | 0 | 992 | 992 | - |
| Total | 5021 | 26053834 | 26058855 | 100.00 |

Accordingly, out of total of 26057863 valid votes cast via e-voting and poll 26055711 votes were cast assenting to the Ordinary Resolution constituting 100% of the votes polled; 2152 votes were cast dissenting to the Ordinary Resolution constituting 0.00% of the votes polled.

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

**Consolidated Results of Item No: 3-Ordinary Resolution: Ratification of appointment of Auditor:**

| Particulars | Number of Votes contained in | | | Percentage of % Valid Votes. |
|---|---|---|---|---|
| | E-Votes | Poll | Total | |
| Assent | 62846380 | 26052867 | 88899247 | 99.997 |
| Dissent | 1852 | 0 | 1852 | 0.032 |
| Invalid | 0 | 992 | 992 | - |
| Total | 62848232 | 26053859 | 88902091 | 100.00 |

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

Accordingly, out of total of 88901099 valid votes cast via e-voting and poll 88899247 votes were cast assenting to the Ordinary Resolution constituting 99.997% of the votes polled; 1852 votes were cast dissenting to the Ordinary Resolution constituting 0.002% 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 of Mr. Akshay Poddar as Director (DIN 00008686)**

| Particulars | Number of Votes contained in | | | **Percentage of % Valid Votes.** |
|---|---|---|---|---|
| | E-Votes | Poll | Total | |
| Assent | 62846340 | 26052767 | 88899107 | 99.997 |
| Dissent | 1917 | 50 | 1967 | 0.002 |
| Invalid | 0 | 992 | 992 | - |
| Total | 62848257 | 26053809 | 88902066 | 100.00 |

Accordingly, out of total of 88901074 valid votes cast via e-voting and poll 88899107 votes were cast assenting to the Ordinary Resolution constituting 99.997% of the votes polled; 1967 votes were cast dissenting to the Ordinary Resolution constituting 0.002% of the votes polled.

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

**Consolidated Results of Item No: 5- Ordinary Resolution: Appointment of Mr.Kapil Mehan as a Director (DIN 01215092**

| Particulars | Number of Votes contained in | | | **Percentage % Valid Votes.** |
|---|---|---|---|---|
| | E-Votes | Poll | Total | |
| Assent | 62846405 | 9871 | 62856276 | 70.703 |
| Dissent | 1852 | 26042946 | 26044798 | 29.297 |
| Invalid | 0 | 992 | 992 | - |
| Total | 62848257 | 26053809 | 88902066 | 100.00 |

Accordingly, out of total of 88901074 valid votes cast via e-voting and poll 62856276 votes were cast assenting to the Ordinary Resolution constituting 70.703% of the votes polled, 26044798 votes were cast dissenting to the Ordinary Resolution constituting 29.297% of the votes polled.

SUDHINDRA K.S. C.P.No. 9198 BANGALORE Company Secretary

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

**Consolidated Results of Item No: 6- Ordinary Resolution: Appointment of Mr.Suresh Krishnan as a Director (DIN 00021965)**

| Particulars | Number of Votes contained in | | | **Percentage of % Valid Votes.** |
|---|---|---|---|---|
| | E-Votes | Poll | Total | |
| Assent | 62846405 | 9871 | 62856276 | 70.703 |
| Dissent | 1852 | 26042946 | 26044798 | 29.297 |
| Invalid | 0 | 992 | 992 | - |
| Total | 628482527 | 26053809 | 88902066 | 100.00 |

Accordingly, out of total of 88901074 valid votes cast via e-voting and poll 62856276 votes were cast assenting to the Ordinary Resolution constituting 70.703% of the votes polled, 26044798 votes were cast dissenting to the Ordinary Resolution constituting 29.297% of the votes polled.

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

**Consolidated Results of Item No: 7- Ordinary Resolution: Remuneration to the Cost Auditor**

| Particulars | Number of Votes contained in | | | **Percentage of % Valid Votes.** |
|---|---|---|---|---|
| | E-Votes | Poll | Total | |
| Assent | 62846380 | 26052817 | 88899197 | 99.997 |
| Dissent | 1852 | 50 | 1902 | 0.002 |
| Invalid | 0 | 992 | 992 | - |
| Total | 62848232 | 26053859 | 88902091 | 100.00 |

Accordingly, out of total of 88901099 valid votes cast via e-voting and poll 88899197 votes were cast assenting to the Ordinary Resolution constituting 99.997% of the votes polled, 1902 votes were cast dissenting to the Ordinary Resolution constituting 0.002% of the votes polled.

Thus the Ordinary Resolution contained in item no. 7 of the notice is passed with requisite majority.

SUDHINDRA K.S. C.P.No. 5190 BANGALORE Company Secretary

**Consolidated Results of Item No: 8 - Ordinary Resolution: Transactions /contracts / arrangements entered / to be entered into by the Company with Zuari Fertilizers and Chemicals Limited for purchase / sale of goods, availing / rendering of services, transfer of resources, sales and marketing services and cost recharge for the financial year 2015-2016.**

| Particulars | Number of Votes contained in | | | Percentage of % Valid Votes. |
|---|---|---|---|---|
| | E-Votes | Poll | Total | |
| Assent | 5046 | 26052617 | 26057663 | 99.992 |
| Dissent | 1852 | 50 | 1902 | 0.007 |
| Invalid | 62843211 | 992 | 62844203 | - |
| Total | 62850109 | 26053659 | 88903768 | 100.00 |

Accordingly, out of total of 26059565 valid votes cast via e-voting and poll 26057663 votes were cast assenting to the Ordinary Resolution constituting 99.992% of the votes polled, votes 1902 were cast dissenting to the Ordinary Resolution constituting 0.007% of the votes polled.

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

**Consolidated Results of Item No: 9-Ordinary Resolution: Transactions / contracts / arrangements entered / to be entered into by the Company with Zuari Agro Chemicals Limited for purchase / sale of goods, availing / rendering of services, transfer of resources, sales and marketing services and cost recharge for the financial year 2015-2016.**

| Particulars | Number of Votes contained in | | | Percentage of % Valid Votes. |
|---|---|---|---|---|
| | E-Votes | Poll | Total | |
| Assent | 5046 | 26052617 | 26057663 | 99.991 |
| Dissent | 2002 | 100 | 2102 | 0.009 |
| Invalid | 62843211 | 992 | 62844203 | - |
| Total | 62850259 | 26053709 | 88903968 | 100.00 |

Accordingly, out of total of 26059765 valid votes cast via e-voting and poll 26057663 votes were cast assenting to the Ordinary Resolution constituting 99.99 of the votes polled, 2102 votes were cast dissenting to the Ordinary Resolution constituting 0.009% of the votes polled.

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

SUDHINDRA K.S. C.P.No. 9190 BANGALORE Company Secretary

**Consolidated Results of Item No: 10-Ordinary Resolution: Transactions /contracts / arrangements entered / to be entered into by the Company with Paradeep Phosphates Limited for purchase / sale of goods, availing/ rendering of services, transfer of resources, sales and marketing services and cost recharge for the financial year 2015-2016**

| Particulars | Number of Votes contained in | | | Percentage of % Valid Votes. |
|---|---|---|---|---|
| | E-Votes | Poll | Total | |
| Assent | 5046 | 26052667 | 26057713 | 99.992 |
| Dissent | 2002 | 50 | 2052 | 0.008 |
| Invalid | 62843211 | 992 | 62844203 | - |
| Total | 62850259 | 26053709 | 88903968 | 100.00 |

Accordingly, out of total of 26059765 valid votes cast via e-voting and poll 26057713 votes were cast assenting to the Ordinary Resolution constituting 99.992% of the votes polled, 2052 votes were cast dissenting to the Ordinary Resolution constituting 0.008% of the votes polled.

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

**Item no (11) appointment of Mr. Arun Duggal as an Independent Director (DIN-00024262).**

| Particulars | Number of Votes contained in | | | Percentage of % Valid Votes. |
|---|---|---|---|---|
| | E-Votes | Poll | Total | |
| Assent | 62846404 | 26052867 | 88899271 | 99.997 |
| Dissent | 1853 | 0 | 1853 | 0.003 |
| Invalid | 0 | 992 | 992 | - |
| Total | 62848257 | 26053859 | 88902116 | 100.00 |

Accordingly, out of total of 88901124 valid votes cast via e-voting and poll 88899271 votes were cast assenting to the Ordinary Resolution constituting 99.997% of the votes polled, 1853 votes were cast dissenting to the Ordinary Resolution constituting 0.003% of the votes polled.

Thus the Ordinary Resolution for the item no. 11 of the notice is passed with requisite majority.

SUDHINDRA K.S. C.P.No.8120 BANGALORE Company Secretary

**Item no (12) appointment of Mr. Narendra Mairpady as an Independent Director (DIN-00536905)**

| Particulars | Number of Votes contained in | | | **Percentage of % Valid Votes.** |
|---|---|---|---|---|
| | E-Votes | Poll | Total | |
| Assent | 62846404 | 9871 | 62856275 | 70.703 |
| Dissent | 1853 | 26042996 | 26044849 | 29.296 |
| Invalid | 0 | 992 | 992 | 0.001 |
| Total | 62848257 | 26053859 | 88902116 | 100.00 |

Accordingly, out of total of 88901124 valid votes cast via e-voting and poll 62856277 votes were cast assenting to the Ordinary Resolution constituting 70.703% of the votes polled, 26044849 votes were cast dissenting to the Ordinary Resolution constituting 29.296% of the votes polled.

Thus the Ordinary Resolution for the item no. 12 of the notice is passed with requisite majority.

Thanking You

Sudhindra K S

Scrutinizer

Company Secretary

FCS No 7909, CP No 8190

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

For Mangalore Chemicals & Fertilizers Limited

DEEPAK ANAND
Managing Director

Date: 30th September 2015

Place: Bangaluru

**Annexure-1**

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

Witness 1:

I S. Kedarnath, residing at Apartment 2C, RIO Apartments. 15th Cross, 6th main, Malleswaram, Bangalore 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: 30/09/2015

Witness 2:

I K Narayanaswany S/o Mr. M Kannan resident of "Amudhasurabi" No 48, 8th Cross, Visvesvaraya Colony, Akash Nagar, B Narayanapura Extension, Bangalore-560015, 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: 30/09/2015

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