Scrutinizer's Report
[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman
of 47th Annual General Meeting of the Equity Shareholders
of Mangalore Chemicals & Fertilizers Limited
held on the 4th day of September,2014 at 3.15 P M
at Good Shepherd Auditorium ,
Opp St Joseph Pre University College, Residency Road,
Bangalore 560 025

Dear Sir,

I, Mangala Rohith, a Company Secretary in practice (ACS 20315 PCS 7438), appointed as scrutinizer for the purpose of poll taken on the below mentioned Resolutions at the Forty Seventh Annual General Meeting (47th AGM) of Equity Shareholders of Mangalore Chemicals & Fertilizers Limited (the Company), held on September 04, 2014 at Good Shepherd Auditorium, Opp St Joseph Pre University College, Residency Road, Bangalore 560 025, submit my Report as under-

1. The Company had provided e-voting facility for its members to exercise their right to vote in respect of business to be conducted at the 47th AGM held on September 04, 2014. The e-voting module was kept open during August 29, 2014, 9.00 a.m. till August 31, 2014 6.00 pm. I was appointed as scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules) in respect of business to be transacted at the 47th AGM of the members of the Company. I have issued my report on e-voting dated September 3, 2014 to the Chairman of the 47th AGM.

2. However, in order to enable the members present at the 47th AGM, (who have not exercised e-voting facility) to cast their votes, the Chairman decided that a poll will be taken in respect of the Resolutions contained in the notice convening 47th AGM and I was appointed as scrutinizer for the poll process.

3. After the time fixed for closing of the poll by the Chairman, a Ballot box kept for polling was locked in the my presence with due identification marks placed by me.

4. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records

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maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

5. I found no blank papers and all such valid poll papers were verified with the signature of the members/proxies as provided by the said R&T agent, CCSL

6. The combined results of e- voting and poll conducted at AGM is summarized as under :-

RESOLUTION 1-

Adoption of Accounts for the year ended March 31, 2014 and the Reports of the Auditors and Directors thereon –

(i) Voted **in favour** of the Resolution:

	Number of members present and voting (in person or by proxy) through e-voting and physical mode	Number of votes cast	% of total number of valid votes cast
E-Voting	9	26045697	57.21613
Physical	47	19475765	42.78356
Total	56	45521462	99.99969

(ii) Voted **against** of the Resolution:

	Number of members present and voting through e-voting and physical mode	Number of votes cast	% of total number of valid votes cast
E-Voting	2	105	
Physical	1	35	
Total	3	140	0.0000001

(iii) Invalid votes:

	Number of members whose votes were declared invalid	Total Number of votes cast
E-Voting	0	0
Physical	0	0
Total	0	0

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CP 7438
ACS 20315
COMPANY SECRETARY

RESOLUTION 2-

Declaration of Dividend-

(i) Voted **in favour** of the Resolution:

	Number of members present and voting (in person or by proxy) through e-voting and physical mode	Number of votes cast	% of total number of valid votes cast
E-Voting	9	26045697	57.21613
Physical	47	19475765	42.78356
Total	56	45521462	99.99969

(ii) Voted **against** of the Resolution:

	Number of members present and voting through e-voting and physical mode	Number of votes cast	% of total number of valid votes cast
E-Voting	2	105	
Physical	1	35	
Total	3	140	0.0000001

(iii) Invalid votes:

	Number of members whose votes were declared invalid	Total Number of votes cast
E-Voting	0	0
Physical	0	0
Total	0	0

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RESOLUTION 3-

Re-appointment of Mr. S R Gupte as Director, liable to retire by rotation-

(i) Voted **in favour** of the Resolution:

	Number of members present and voting (in person or by proxy) through e-voting and physical mode	Number of votes cast	% of total number of valid votes cast
E-Voting	9	26845597	57.95481
Physical	47	19475765	42.044467
Total	56	46321362	99.99948

(ii) Voted **against** of the Resolution:

	Number of members present and voting through e-voting and physical mode	Number of votes cast	% of total number of valid votes cast
E-Voting	3	205	
Physical	1	35	
Total	4	240	0.0000001

(iii) Invalid votes:

	Number of members whose votes were declared invalid	Total Number of votes cast
E-Voting	0	0
Physical	0	0
Total	0	0

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RESOLUTION 4-

Appointment of Auditors and fixing their Remuneration-

(i) Voted **in favour** of the Resolution:

	Number of members present and voting (in person or by proxy) through e-voting and physical mode	Number of votes cast	% of total number of valid votes cast
E-Voting	8	26045597	56.22776
Physical	47	19475765	42.04467
Total	55	45521362	98.27243

(ii) Voted **against** of the Resolution:

	Number of members present and voting through e-voting and physical mode	Number of votes cast	% of total number of valid votes cast
E-Voting	4	800205	1.72757
Physical	1	35	
Total	5	800240	1.72757

(iii) Invalid votes:

	Number of members whose votes were declared invalid	Total Number of votes cast
E-Voting	0	0
Physical	0	0
Total	0	0

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RESOLUTION 5-

Appointment of Mr. Pratap Narayan as Independent Director –

(i) Voted **in favour** of the Resolution:

	Number of members present and voting (in person or by proxy) through e-voting and physical mode	Number of votes cast	% of total number of valid votes cast
E-Voting	9	26045697	56.22797
Physical	47	19475765	42.04467
Total	56	45521462	98.27264

(ii) Voted **against** of the Resolution:

	Number of members present and voting through e-voting and physical mode	Number of votes cast	% of total number of valid votes cast
E-Voting	3	800105	1.72728
Physical	1	35	
Total	4	800140	1.72728

(iii) Invalid votes:

	Number of members whose votes were declared invalid	Total Number of votes cast
E-Voting	0	0
Physical	0	0
Total	0	0

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RESOLUTION 6-

Re Appointment of Mr. Deepak Anand as Managing Director

(i) Voted **in favour** of the Resolution:

	Number of members present and voting (in person or by proxy) through e-voting and physical mode	Number of votes cast	% of total number of valid votes cast
E-Voting	9	26845597	57.95481
Physical	47	19475765	42.04467
Total	56	46321362	99.99948

(ii) Voted **against** of the Resolution:

	Number of members present and voting through e-voting and physical mode	Number of votes cast	% of total number of valid votes cast
E-Voting	3	205	
Physical	1	35	
Total	4	240	0.0000001

(iii) Invalid votes:

	Number of members whose votes were declared invalid	Total Number of votes cast
E-Voting	0	0
Physical	0	0
Total	0	0

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RESOLUTION 7-

Ratification of Cost Auditor's remuneration

(i) Voted **in favour** of the Resolution:

	Number of members present and voting (in person or by proxy) through e-voting and physical mode	Number of votes cast	% of total number of valid votes cast
E-Voting	8	26845596	57.95481
Physical	47	19475765	42.04467
Total	55	46321361	99.99948

(ii) Voted **against** of the Resolution:

	Number of members present and voting through e-voting and physical mode	Number of votes cast	% of total number of valid votes cast
E-Voting	4	206	
Physical	1	35	
Total	5	241	0.00052

(iii) Invalid votes:

	Number of members whose votes were declared invalid	Total Number of votes cast
E-Voting	0	0
Physical	0	0
Total	0	0

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RESOLUTION 8-

Approval for enhancement in borrowing limits

(i) Voted **in favour** of the Resolution:

	Number of members present and voting (in person or by proxy) through e-voting and physical mode	Number of votes cast	% of total number of valid votes cast
E-Voting	7	26045596	56.22775
Physical	47	19475765	42.04467
Total	54	45521361	99.27242

(ii) Voted **against** of the Resolution:

	Number of members present and voting through e-voting and physical mode	Number of votes cast	% of total number of valid votes cast
E-Voting	5	800206	1.72750
Physical	1	35	
Total	6	800241	1.72750

(iii) Invalid votes:

	Number of members whose votes were declared invalid	Total Number of votes cast
E-Voting	0	0
Physical	0	0
Total	0	0

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7. A Compact Disc (CD) containing a list of members who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

8. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the board for safe keeping.

Thanking You,
Yours faithfully,

Mangala Rohith
ACS 20315 PCS 7438
5th September 2014

MANGALA ROHITH B.Com.,A.C.S.,
COMPANY SECRETARY
252/B, "RUKMINI"
I FLOOR, II 'C' MAIN
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