Mangalore Chemicals
& Fertilizers Limited

MCFL/SE/2016 September 28, 2016

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: Clarification on Outcome of AGM

Further to our communication dated September 27, 2016, we would like to clarify that, pursuant to Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had included Agenda Item No.9 of the Notice of AGM held on September 27, 2016, for approval of the transactions / contracts / arrangements entered / to be entered into by MCF with Zuari Agro Chemicals Ltd (ZACL) for purchase / sale of goods, availing / rendering services, transfer of resources etc. which are in the ordinary course of business at arm's length.

Zuari Fertilisers & Chemicals Limited (ZFCL), a wholly owned subsidiary of ZACL, being related party has abstained from voting on the said Agenda Item No. 9 at the AGM held on September 27, 2016 and the resolution was not passed with requisite majority by non-related shareholders at the AGM, which was intimated to stock exchanges on September 27, 2016 as "Outcome of AGM" along with Voting results and Scrutinizer report.

As per the provisions of Regulation 23 read with explanation thereto, the Company can enter into transactions with ZACL for an amount not exceeding Rs.300 crores (being 10% of the annual consolidated turnover as per the last audited financial statements) without the approval of the shareholders. During the year the Company will be within the limits prescribed under the Act and Regulations, consequently it will not have any impact on the business of the company.

In view of this, the transactions already entered with ZACL during 2016-17 will be effective and will remain in full force.

Thanking you,

For Mangalore Chemicals & Fertilizers Limited

Vijayamahantesh Khannur
Company Secretary