Mangalore Chemicals
& Fertilizers Limited

MCFL/SE/2016

September 27, 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: 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 49th Annual General Meeting of the Company held on September 27, 2016 in the prescribed format.

Date of AGM	September 27, 2016
Total number of shareholders on record date	56,537
No. of shareholders present at the meeting either in person on through proxy • Promoter and Promoter Group • Public	 4 132
No. of Shareholders attended the meeting through video conferencing	Video Conferencing facility was not arranged

Agenda-wise Disclosure of voting:

Details of agenda-wise disclosure is attached as per Annexure A.

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

Thanking you,

Yours faithfully
For Mangalore Chemicals & Fertilizers Ltd.

Vijayamahantesh Khannur
Company Secretary

Voting results

Item No	Particulars	Mode of voting	Remarks
1	Adoption of accounts for the year ended on March 31, 2016 and the reports of the Statutory Auditors and Directors thereon	Remote e-voting & Poll	Passed with requisite majority
2	Re-appointment of Mr. Akshay Poddar as Director	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. V S Venkataraman as Director	Remote e-voting & Poll	Not passed with requisite majority
5	Appointment of Mr. D A Prasanna as Independent Director	Remote e-voting & Poll	Passed with requisite majority
6	Appointment of Mr. N. Suresh Krishnan as Managing Director	Remote e-voting & Poll	Passed with requisite majority
7	Appointment and approval of remuneration of Mr. K Prabhakar Rao Director – Works	Remote e-voting & Poll	Passed with requisite majority
8	Ratification of Cost Auditor's remuneration	Remote e-voting & Poll	Passed with requisite majority
9	Approval of transactions with Zuari Agro Chemicals Limited	Remote e-voting & Poll	Not passed with requisite majority



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 accounts for the year ended on March 31, 2016 and the reports of the Statutory Auditors and Directors 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	88886107	62843211	70.701	62843211	0	100	0
	Poll		26042896	29.299	26042896	0	100	0
	Total	88886107	88886107	100	88886107	0	100	0
Public - Institutions	E Voting	2583497	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	2583497	0	0	0	0	0	0
Public - Non Institutions	E Voting	27045546	3520	0.01	3510	10	99.72	0.28
	Poll		6906	0	6906	0	100	0
	Total	27045546	10426	0.04	10416	0	99.9	0.1
Total		118515150	88896533	75.01	88896523	10	100	0

Agenda Item No. 2: Re-appointment of Mr. Akshay Poddar 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	88886107	62843211	70.701	62843211	0	100	0
	Poll		0	0	0	0	0	0
	Total	88886107	62843211	70.701	62843211	0	100	0

MANGALORE CHEMICALS & FERTILIZERS LTD. Mangalore

Public - Institutions	E Voting	2583497	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	2583497	0	0	0	0	0	0
Public - Non Institutions	E Voting	27045546	3520	0.01	3410	110	96.88	3.12
	Poll		6906	0	6906	0	100	0
	Total	27045546	10426	0.04	10316	110	98.94	1.06
Total		118515150	62853637	53.03	62853527	110	100	0

Agenda Item No. 3: Ratification of appointment of M/s K P Rao & Co., as Statutory Auditors

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	88886107	62843211	70.701	62843211	0	100	0
	Poll		26042896	29.299	26042896	0	100	0
	Total	88886107	88886107	100	88886107	0	100	0
Public - Institutions	E Voting	2583497	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	2583497	**0**	0	**0**	**0**	0	0
Public - Non Institutions	E Voting	27045546	3520	0.01	3410	110	96.88	3.12
	Poll		6906	0	6906	0	100	0
	Total	27045546	10426	0.04	10316	110	98.94	1.06
Total		118515150	88896533	75.01	88896423	110	100	0

Agenda Item No. 4: Appointment of Mr. V S Venkataraman 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	88886107	62843211	70.701	0	62843211	0	100
	Poll		26042896	29.299	26042896	0	100	0

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	Total	88886107	88886107	100	26042896	62843211	29.3	70.7
Public - Institutions	E Voting	2583497	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	2583497	0	0	0	0	0	0
Public - Non Institutions	E Voting	27045546	3520	0.01	3410	110	96.88	3.12
	Poll		6906	0	6906	0	100	0
	Total	27045546	10426	0.04	10316	110	98.94	1.06
Total		118515150	88896533	75.01	26053212	62843321	29.31	70.69

Agenda Item No. 5: Appointment of Mr. D A Prasanna as 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	88886107	62843211	70.701	62843211	0	100	0
	Poll		26042896	29.299	0	26042896	0	100
	Total	88886107	88886107	100	62843211	26042896	70.7	29.3
Public - Institutions	E Voting	2583497	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	2583497	0	0	0	0	0	0
Public - Non Institutions	E Voting	27045546	3520	0.01	3409	111	96.85	3.15
	Poll		6906	0	6906	0	100	0
	Total	27045546	10426	0.04	10315	111	98.94	1.06
Total		118515150	88896533	75.01	62853526	26043007	70.7	29.3

Agenda Item No. 6: Appointment of Mr. N. Suresh Krishnan as 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	E Voting	88886107	62843211	70.701	62843211	0	100	0

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Promoter Group	Poll		26042896	29.299	0	26042896	0	100
	Total	88886107	88886107	100	62843211	26042896	70.7	29.3
Public - Institutions	E Voting	2583497	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	2583497	0	0	0	0	0	0
Public - Non Institutions	E Voting	27045546	3520	0.01	3410	110	96.88	3.12
	Poll		6906	0	6906	0	100	0
	Total	27045546	10426	0.04	10316	110	98.94	1.06
Total		118515150	88896533	75.01	62853527	26043006	70.7	29.3

Agenda Item No. 7: Appointment and approval of remuneration of Mr. K Prabhakar Rao Director – Works

Resolution Required : Special								
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	88886107	62843211	70.701	62843211	0	100	0
	Poll		26042896	29.299	26042896	0	100	0
	Total	88886107	88886107	100	88886107	0	100	0
Public - Institutions	E Voting	2583497	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	2583497	0	0	0	0	0	0
Public - Non Institutions	E Voting	27045546	3520	0.01	3247	273	92.24	7.76
	Poll		6906	0	6806	100	98.55	1.45
	Total	27045546	10426	0.04	10053	373	96.42	3.58
Total		118515150	88896533	75.01	88896160	373	100	0

Agenda Item No. 8: 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

MANGALORE CHEMICALS & FERTILIZERS LTD. Bangalore

Promoter and Promoter Group	E Voting	88886107	62843211	70.701	62843211	0	100	0
	Poll		26042896	29.299	26042896	0	100	0
	Total	88886107	88886107	100	88886107	0	100	0
Public - Institutions	E Voting	2583497	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	2583497	0	0	0	0	0	0
Public - Non Institutions	E Voting	27045546	3520	0.01	3247	273	92.24	7.76
	Poll		6906	0	6906	0	100	0
	Total	27045546	10426	0.04	10153	273	97.38	2.62
Total		118515150	88896533	75.01	88896260	273	100	0

Agenda Item No. 9: Approval of transactions with Zuari Agro Chemicals Limited

Resolution Required : Ordinary								
Whether promoter/ promoter group are interested: Yes. Zuari Fertilisers and Chemicals Limited, being wholly owned subsidiary of Zuari Agro Chemicals Limited, is interested in the resolution.								
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	88886107	0	0	0	0	0	0
	Poll		26042896	29.299	0	26042896	0	100
	Total	88886107	26042896	29.299	0	26042896	0	100
Public - Institutions	E Voting	2583497	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total	2583497	0	0	0	0	0	0
Public - Non Institutions	E Voting	27045546	3520	0.01	3410	110	96.88	3.12
	Poll		6906	0	6906	0	100	0
	Total	27045546	10426	0.04	10316	110	98.94	1.06
Total		118515150	26053322	21.98	10316	26043006	0.04	99.96



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

To,

The Managing Director / Company Secretary
Mangalore Chemicals and Fertilisers Limited
evel 11, UB Tower, UB City,
24, Vittal Mallya Road
Bengaluru-01

Dear Sir,

Sub: Combined Scrutinizer Report on e-voting and poll at the 49th Annual General Meeting of Shareholders of the Company held on 27th September2016 at Conference Hall, 1st Floor , UB Tower, UB City, No 24 Vittal Mallya Road , Bengaluru– 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, Bengaluru 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 49th Annual General Meeting of Members of Mangalore Chemicals and Fertilisers Limited held on Tuesday, the 27th September 2016 at 10.30 AM Conference Hall, 1st Floor , UB Tower, UB City, No 24 Vittal Mallya Road , Bengaluru–560001.

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 49th 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 49th 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.

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

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

MANGALORE CHEMICALS & FERTILIZERS LTD. Bangalore

S.Kedarnath & Associates
85, Ojus Apartments, 004, Ground Floor, 4th Main,13th Cross, Malleswaram, Bangalore - 560 003
Ph : (O) : 23345103, e-mail : sudhindraksfcs@gmail.com, (M): 9844271319 / skedarnathassociates@gmail.com

23rd September 2016 9.00AM till 26thSeptember2016 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 27th September 2016 around 11.40 AM in the presence of two witnesses, namely 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 Scrutinizer Report dated 27th September 2016 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 27th September 2016.

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

Scrutinizer

Company Secretary.

FCS No 7909, CP No 8190

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

Date: 27thSeptember 2016

Place: Bengaluru

Consolidated Results of E voting & Poll.

Consolidated Results of Item No: 1-Ordinary Resolution: Adoption of Accounts for the year ended 31.03.2016

Particulars	Number of Votes contained in			**Percentage of % Valid Votes.**
	E-Votes	Poll	Total	
Assent	62846721	26049802	88896523	99.999%
Dissent	10	0	10	0.001%
Invalid	579000	2343	581343	NA
Total	63425731	26052145	89477876	100.00%

Accordingly, out of total of 88896533 valid votes cast via e-voting and poll 88896523 votes were cast assenting to the Ordinary Resolution constituting 99.999% of the votes polled and 10 votes were cast dissenting to the Ordinary Resolution constituting 0.001% 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: Re-appointment of Mr. Akshay Poddar as Director of the Company.

Particulars	Number of Votes contained in			**Percentage of % Valid Votes.**
	E-Votes	Poll	Total	
Assent	62846621	6906	62853527	99.999%
Dissent	110	0	110	0.001%
Invalid	579000	2343	581343	NA
Total	63425731	9249	63434980	100%

Accordingly, out of total of 62853637 valid votes cast via e-voting and poll 62853527 votes were cast assenting to the Ordinary Resolution constituting 99.99% of the votes polled; 110 votes were cast dissenting to the Ordinary Resolution constituting 0.001% of the votes polled.

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

Three Corporate Members holding 26042896 votes abstained from voting on the above resolution.

SUDHINDRA K.S. C.P.No.9190 FCS No. 7809 BANGALORE Company Secretary

Consolidated Results of Item No: 3-Ordinary Resolution: Ratification of appointment M/s K P Rao & Company, as Statutory Auditors:

Particulars	Number of Votes contained in			Percentage of % Valid Votes.
	E-Votes	Poll	Total	
Assent	62846621	26049802	88896423	99.999%
Dissent	110	0	110	0.001%
Invalid	579000	2343	581343	NA
Total	63425731	26052145	89477876	100.00%

Accordingly, out of total of 88896533 valid votes cast via e-voting and poll 88896423 votes were cast assenting to the Ordinary Resolution constituting 99.999% of the votes polled 110 votes were cast dissenting to the Ordinary Resolution constituting 0.001% of the votes polled.

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

Three Corporate Members holding 26042896 votes abstained from voting on the above resolution.

Consolidated Results of Item No: 4- Ordinary Resolution: Appointment of Mr. V S Venkataraman as Director DIN-00190672

Particulars	Number of Votes contained in			Percentage of % Valid Votes.
	E-Votes	Poll	Total	
Assent	3410	26049802	26053212	29.3073%
Dissent	62843321	0	62843321	61.7027%
Invalid	579000	2343	581343	NA
Total	63425731	26052145	89477876	100.00%

Accordingly, out of total of 88896533 valid votes cast via e-voting and poll 26053212 votes were cast assenting to the Ordinary Resolution constituting 29.3073% of the votes polled; 62843321 votes were cast dissenting to the Ordinary Resolution constituting 61.7027% of the votes polled.

Thus the ordinary resolution contained in item no. 4 of the notice is not passed with requisite majority.

SUBHINDRA K.S. C.P.No. 9390 FCS No. 7909 BANGALORE Company Secretary

Consolidated Results of Item No: 5- Ordinary Resolution Appointment of Mr. D A Prasanna as Independent Director DIN-00253371

Particulars	Number of Votes contained in			**Percentage % Valid Votes.**
	E-Votes	Poll	Total	
Assent	62846620	6906	62853526	70.7041%
Dissent	111	26042896	26043007	29.3059%
Invalid	579000	2343	581343	NA
Total	63425731	26052145	89477876	100.00%

Accordingly, out of total of 88896533 valid votes cast via e-voting and poll 62853526 votes were cast assenting to the Ordinary Resolution constituting 70.7041 % of the votes polled, 26043007 votes were cast dissenting to the Ordinary Resolution constituting 29.3059 % 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 Resolution: Appointment of Mr.N Suresh Krishnan as Managing Director.

Particulars	Number of Votes contained in			**Percentage of % Valid Votes.**
	E-Votes	Poll	Total	
Assent	62846621	6906	62853527	70.7041%
Dissent	110	26042896	26043006	29.3059%
Invalid	579000	2343	581343	NA
Total	63425731	26052145	89477876	100.00%

Accordingly, out of total of 88896533 valid votes cast via e-voting and poll 62853527 votes were cast assenting to the Ordinary Resolution constituting 70.7041% of the votes polled, 26043006 votes were cast dissenting to the Ordinary Resolution constituting 29.3059% of the votes polled.

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

SUBHINDRA KS
C.P.No.8190
FCS No. 7909
BANGALORE
Company Secretary

Consolidated Results of Item No: 7- Special Resolution: Appointment of Mr. K Prabhakar Rao as Director-Works.

Particulars	Number of Votes contained in			Percentage of % Valid Votes.
	E-Votes	Poll	Total	
Assent	62846458	26049702	88896160	99.999%
Dissent	273	100	373	0.001%
Invalid	579000	2343	581343	NA
Total	63425731	26052145	89477876	100.00%

Accordingly, out of total of 88896533 valid votes cast via e-voting and poll 88896160 votes were cast assenting to the Special Resolution constituting 99.999% of the votes polled, 373 votes were cast dissenting to the Special Resolution constituting 0.001% of the votes polled.

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

Consolidated Results of Item No: 8-Ordinary Resolution: Ratification of Remuneration to the Cost Auditor.

Particulars	Number of Votes contained in			Percentage of % Valid Votes.
	E-Votes	Poll	Total	
Assent	62846458	26049802	88896260	99.999%
Dissent	273	0	273	0.001%
Invalid	579000	2343	581343	NA
Total	63425731	26052145	89477876	100.00%

Accordingly, out of total of 88896533 valid votes cast via e-voting and poll 88896260 votes were cast assenting to the Ordinary Resolution constituting 99.999% of the votes polled, votes 273 were cast dissenting to the Ordinary Resolution constituting 0.001%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: Approval for Related party Transactions with Zuari Agro Chemicals Ltd.

Particulars	Number of Votes contained in			Percentage of % Valid Votes.
	E-Votes	Poll	Total	
Assent	3410	6906	10316	0.0395
Dissent	110	26042896	26043006	97.9705
Invalid	579000	2343	581343	NA
Total	582520	26052145	26634665	100.00

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

Accordingly, out of total of 26053322 valid votes cast via e-voting and poll 10316 votes were cast assenting to the Ordinary Resolution constituting 0.0395% of the votes polled, 26043006 votes were cast dissenting to the Ordinary Resolution constituting 97.9705% of the votes polled.

Thus the Ordinary Resolution for the item no. 9 of the notice is not passed with requisite majority.

One Corporate Member holding 62843211 votes abstained from voting on the above resolution.

Thanking You

Sudhindra K S

Scrutinizer

Company Secretary

FCS No 7909, CP No 8190

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

MANGALORE CHEMICALS & FERTILIZERS LTD. Bangalore

Date: 27th September 2016

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 S. Kedarnath, residing at Apartment 2C, RIO Apartments. 15th Cross, 6thmain, 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:27/09/2016

Witness 2:

I K Narayanaswamy S/o Mr. M Kannan resident of "Amudhasurabi" No 48, 8th Cross, Visvesvaraya Colony, Akash Nagar, B Narayanapura Extension, Bengaluru-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:27/09/2016

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

MANGALORE CHEMICALS & FERTILIZERS LTD. Bangalore