

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 Department of Corporate Services - CRD Bombay Stock Exchange Limited, Floor 25, PhirozeJeejeebhoy Towers, Dalal Street <u>MUMBAI - 400 001</u> Fax No. 022 – 22723121/3719

Fax :No. 022 – 26598237 / 8

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	*
Promoter and Promoter Group	4
Public	172
No. of Shareholders attended the meeting through video conferencing	Video Conferencing facility was not arranged

Details of Agenda

Corporate Identity Number: L24123KA1966PLC002036

Item	Particulars	Mode of	Remarks
No		voting	
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





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

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

Promoter / Public	No. of shares held (1)	No. o votes polled (2)	f % 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							
Public – Institutional holders			Details as per A	nnexure A a	ttached her	ewith	
Public- Others							
Total							

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

Thanking you,

Yours faithfully For Mangalore Chemicals & Fertilizers Ltd.

Warrus Vijayamahantesh Khannur **Company Secretary**



Mangalore Chemicals & Fertilizers Limited Clause 35A report

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

% of Votes against on votes polled (7)=[(5)/(2)]	0.00	0.00	14.55	0.01	0.00	0.00	15.92	0.01	C		13.68	0.00
% of Votes in favour on votes polled (6)=[(4)/(2)]	100.00	0.01	85.45	66.66	100.00	0.01	84.08	66.66	700		86.32	100.00
No. of Votes – against (5)	0	0	1952	1952	0	0	2152	2152	C		1852	1852
No. of Votes – in favour (4)	26042896	1450	11465	26055811	26042896	1450	11365	26055711	8888407	744	11690	88899247
% of votes polled on outstanding shares	29.30	0.07	0.02	21.99	29.30	0.07	0.02	21.99	0000	0.07	0.05	75.00
No. of votes polled (2)	26042896	1450	13417	26057763	26042896	1450	13517	26057863	88886107	1450	13542	88901099
No. of shares held (1)	88886107	2084052	27544991	118515150	88886107	2084052	27544991	118515150	88886107	2084052	27544991	118515150
Promoter /	Promoter and Promoter Group	Public – Institutional holders	Public- Others	Total	Promoter and Promoter Group	Public – Institutional holders	Public- Others	Total	Promoter and Promoter	Public – Institutional	Public- Others	Total
Type of Resolution	Ordinary				Ordinary				Ordinary			
Item No.	 Adoption of accounts for the year ended on March 31, 2015 	and the reports of the Auditors and Directors thereon			Declaration of Dividend		-		3. Ratification of appointment of M/s K P Rao & Co., as Statutory Auditors			





C	00.0	14.55	0.00	29.30	0.00	14.07	29.30		29.30	00.00	14.07	29.30		0.00	C	00.0	14.05	00.0
00000	00.0	85.45	100.00	70.70	0.00	85.93	70.70		70.70	0.00	85.93	70.70		100.00	c c	0.0	85.95	100.00
C	0	1967	1967	26042896	0	1902	26044798		26042896	0	1902	26044798		0	C	0	1902	1902
8888407	1450	11550	88899107	62843211	1450	11615	62856276		62843211	1450	11615	62856276		88886107	, ,	0.54	11640	88899197
100 00	0.07	0.05	75.00	100.00	0.07	0.05	75.00		100.00	0.07	0.05	75.00		100.00	0 0	0.0	0.05	75.00
8888407	1450	13517	88901074	88886107	1450	13517	88901074		88886107	1450	13517	88901074		88886107	7	004	13542	88901099
8888107	2084052	27544991	118515150	88886107	2084052	27544991	118515150		88886107	2084052	27544991	118515150		88886107	00000	2004032	27544991	118515150
Promoter and Promoter Promoter Group	Public – Institutional holders	Public- Others	Total	Promoter and Promoter Group	Public – Institutional holders	Public- Others	Total	Promoter	Promoter Group	Public – Institutional holders	Public- Others	Total	Promoter and Promoter	Group	Public – Institutional	Public-	Others	Total
Ordinary				Ordinary				Ordinary					Ordinary					
4. Appointment of Mr. Akshay Poddar as Director				5. Appointment of Mr. Kapil Mehan as Director				6. Appointment of Mr. Suresh Krishnan	as Director				7. Ratification of Cost Auditor's remuneration					



0.00	0.00	12.50	0.01		0.00		00.00		13.63	0.01			0	0.0	(0.00	13.31	0.01				0.00		00.00	13.66	0.00
100.00	0.01	87.50	99.99		100.00		0.01		86.37	99.99			100	00.00	(0.01	86 69	99.99			100	00.00		00.00	86.34	100.00
0	0	1902	1902		0		0		2102	2102			C	0	(0	2052	2052			C	>		0	1853	1853
26042896	1450	13317	26057663		26042896		1450		13317	26057663			26042896	7007		1450	13367	26057713			8886107	7010000		1450	11714	88899271
29.30	0.07	90.0	21.99		29.30		0.07		90.0	21.99			20.30	20.00	1	0.07	90.0	21.99			100	00.00		0.07	0.05	75.00
26042896	1450	15219	26059565		26042896		1450		15419	26059765			26042896	20012000	C L	1450	15419	26059765			8886107	701 00000		1450	13567	88901124
88886107	2084052	27544991	118515150		88886107		2084052		27544991	118515150			8886107	0000	0	2084052	27544991	118515150			8886107	70100000		2084052	27544991	118515150
Promoter and Promoter Group	Public – Institutional holders	Public- Others	Total	Promoter and	Promoter Group	Public –	Institutional holders	Public-	Others	Total	Promoter	and	Promoter	didio.	Public – Institutional	holders	Public- Others	Total	Promoter	and	Promoter	dnoib	Public – Institutional	holders	Public- Others	Total
Ordinary				Ordinary							Ordinary								Ordinary	•						
Approval for proposed transactions with Zuari Fertilisers and Chemicals Limited				Approval for proposed transactions with Zuari Agro Chemicals Limited							10. Approval for proposed transactions	with Paradeep Phosphate Limited							11. Appointment of Mr. Arun Duggal as	Independent Director						

		29.30			0.00		14.40	29.30
		70.70 29.30			0.00		85.60 14.40	70.70 29.30
		88886107 88886107 100.00 62843211 26042896			0		1953	75.00 62856275 26044849
		62843211			1450		11614	62856275
		100.00			0.07		0.05	75.00
		88886107			1450		13567	18515150 88901124
		88886107			2084052		27544991	118515150
Promoter and	Promoter	Group	Public –	Institutional	holders	Public-	Others	Total
Ordinary								
 Appointment of Mr. Narendra Mairpady as Independent Director 								

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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

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

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	Particulars Number of Votes contained in								
	E-Votes	E-Votes Poll Total 5							
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		Percentage of	
	E-Votes	Poll	% Valid Votes.	
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 Vot	es contained in		Percentage of				
	E-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				



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	Number of Votes contained in							
	E-Votes	% Valid Votes.							
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
	E-Votes	% Valid Votes.		
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.



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	
	E-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
	E-Votes	% Valid Votes.		
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.



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
	E-Votes	Poll	Total	% Valid Votes.
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
	E-Votes	Poll	Total	% Valid Votes.
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.



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
	E-Votes	% Valid Votes.		
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
	E-Votes	% Valid Votes.		
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.



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

Particulars	Number of Votes contained in			Percentage of
	E-Votes	% Valid Votes.		
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.

C.P.No.8190

BANGALORE

Thanking You

Suďhindra K S

Scrutinizer

Company Secretary

FCS No 7909, CP No 8190

Date: 30th September 2015

Place: Bangaluru

For Mangalore Chemicals & Fertilizers Limited

DEEPAK ANAND Managing Director 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