

722/ DIRECTORS/2016

October 28, 2016

National Stock Exchange of
India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
MUMBAI - 400 051

BSE Limited,
Floor 25, PhirozeJeejeebhoy Towers,
Dalal Street
MUMBAI - 400 001

Dear Sir/Madam,

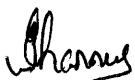
Company's Scrip Code in BSE : 530011 MANGCHEM
Company's Symbol in NSE : MANGCHEFER
ISIN : INE558B01017

Sub: Meeting of the 49th Annual General Meeting

Please find enclosed certified copy of the minutes of the 49th Annual General Meeting held on September 27, 2016.

Thanking you,

Yours faithfully,
For Mangalore Chemicals & Fertilizers Limited


Vijayamahantesh Khannur
Company Secretary

Mangalore Chemicals & Fertilizers Limited

PROCEEDINGS OF THE FORTY NINTH ANNUAL GENERAL MEETING OF
MANGALORE CHEMICALS & FERTILIZERS LIMITED HELD ON TUESDAY
SEPTEMBER 27, 2016 AT 10.30 AM AT CONFERENCE HALL, 1ST FLOOR, UB
TOWER, UB CITY, NO.24, VITTAL MALLYA ROAD, BANGALORE-560001

PRESENT:

Mr. Arun Duggal,	Chairman
Mr. N. Suresh Krishnan	Managing Director
Mr. Kapil Mehan	Director
Mr. Narendra Mairpady	Acting Chairman of Audit and Chairman of Stakeholders Relationship Committees
Mr. V. S. Venkataraman	Director
Mr. K. Prabhakar Rao	Director - Works

IN ATTENDANCE:

Mr. Vijayamahantesh V. Khannur Company Secretary

BY INVITATION:

Mr. T. M. Muralidharan Chief Financial Officer

United Breweries (Holdings) Limited
Kingfisher Finvest India Limited
McDowell Holdings Limited
Zuari Fertilisers and Chemicals Limited

} By their authorized representatives

Mr. K. Viswanath and Mr. Desmond Rebello from K. P. Rao & Co, Statutory Auditors and
Mr. S. Kedarnath, Secretarial Auditor were also present at the meeting.

MEMBERS PRESENT:

136 members attended the meeting in person and one member through a proxy
representing 100 shares.

The Company Secretary ascertained the quorum and welcomed Mr. Arun Duggal,
Chairman. Mr. Arun Duggal took the Chair. Then the Chairman welcomed the members
to the 49th Annual General Meeting. The Chairman introduced the directors and officers
on the dais to the members.

After ascertaining that the requisite quorum for the meeting was present, the Chairman
called the meeting to order.

The Chairman informed the members that the statutory registers, Auditors' Report and
Secretarial Audit Report were available for the inspection by the members.

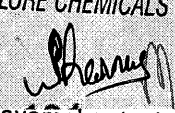
Thereafter the Chairman delivered his speech highlighting the performance of the
Company during the year 2015-16.

The Chairman requested the members to take the notice convening the meeting as read,
which was agreed to by the members present.

The Chairman informed the members that as per the Companies Act, 2013 only the
qualifications, observations or comments on financials transactions or matters which have
any adverse effect on the functioning of the Company mentioned in the Auditors' Report
are required to be read out in the Annual General Meeting. He further informed that since
there were no such qualifications, observations or comments in the Auditors' Report, the
same was not directed to be read by the Company Secretary.

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For MANGALORE CHEMICALS & FERTILIZERS LTD.,


Vijayamahantesh Khannur
Company Secretary

Mangalore Chemicals & Fertilizers Limited

The members agreed that the Auditors' Report need not be read by the Company Secretary.

The Chairman then informed the members that pursuant to the provisions of the Companies Act, 2013 it was mandatory to provide remote e-voting facility to the members to exercise their votes. Accordingly, the Company had provided remote e-voting facility which was open from 9.00 AM on September 23, 2016 to 5.00 PM on September 26, 2016.

The shareholders were also informed that those who had not participated in the remote e-voting and were present at the meeting would get an opportunity to cast their vote by poll by ballot paper.

Thereafter the Chairman took up the business of the meeting as listed in the Notice of Annual General Meeting.

ORDINARY BUSINESS

1. Adoption of Accounts

With the consent of the members present, the following Ordinary Resolution pertaining to adoption of audited balance sheet, statement of profit and loss, Directors' report and Auditors Report for the financial year ended March 31, 2016 was taken as read.

"RESOLVED THAT the audited Balance Sheet of the Company as at March 31, 2016, the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and the Statutory Auditors thereon be and are hereby received and adopted."

Mr. D. Prabhu proposed and Mr. E V Venkatarama Gupta seconded the resolution.

After the resolution was duly proposed and seconded, the Chairman invited for queries/questions, if any, from the shareholders. One shareholder put forth queries regarding non receipt of physical copy of the annual report, non-declaration of dividend and Company incurring losses for the first time in last 10 years. Mr. N. Suresh Krishnan, Managing Director addressed the shareholder saying that restrictive conditions of the new Urea policy for naphtha based units and unfavourable market has led to losses during the year 2015-16 and thus the Board could not recommend dividend for the year 2015-16. He further informed that the Company has approached Hon'ble High Court of Delhi and also representing before the Govt. of India for remedy against new Urea policy and hopeful of getting remedy on the same. He further added that, amongst 3 naphtha based units, the Company is in better position compared to other 2 units, namely SPIC and MFL, in terms of conversion to gas and ability to produce urea as and when gas is made available.

Another shareholder enquired by when the losses would be wiped out. Mr. Krishnan replied saying that it would depend on the financial performance of the Company and the market conditions in the years to come.

After the queries of the shareholders were addressed, the following businesses of the notice was taken up.

2. Re-appointment of Mr. AkshayPoddar as Director

With the consent of the members present, the following Ordinary Resolution pertaining to re-appointment of Mr. AkshayPoddar was taken as read.

"RESOLVED THAT Mr. AkshayPoddar be and is hereby re-appointed as Director of the Company."

Mr. S Saravanan proposed and Mr. B. L. Venkatachalapathy seconded the resolution.

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For MANGALORE CHEMICALS & FERTILIZERS LTD.,


Vijayamahantesh Khannur
Company Secretary

Mangalore Chemicals & Fertilizers Limited

3. Ratification of Appointment of Auditors

With the consent of the members present, the following Ordinary Resolution pertaining to ratification of appointment of M/s. K. P. Rao & Co., Statutory Auditors was taken as read.

"RESOLVED THAT the appointment of M/s K P Rao & Company, Chartered Accountants, (Registration No. 003135S) as Auditors of the Company be and is hereby ratified to hold office from the conclusion of the Forty Ninth Annual General Meeting until the conclusion of the Fiftieth Annual General Meeting, on a remuneration of such sum as may be fixed by the Board of Directors."

Mr. S Ramanujam proposed and Mr. S Saravanan seconded the resolution.

SPECIAL BUSINESS

4. Appointment of Mr. V S Venkataraman as Director

With the consent of the members present, the following Ordinary Resolution pertaining to appointment of Mr. V S Venkataraman as Director was taken as read.

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. V. S. Venkataraman (DIN: 00190672), in respect of whom the Company has received a notice in writing from a member pursuant to the requirements of Section 160 of the Act proposing his candidature for appointment as a Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

Mr. K Narayanaswamy proposed and Mr. Ramanujam seconded the resolution.

5. Appointment of Mr. D A Prasanna as an Independent Director

With the consent of the members present, the following Ordinary Resolution pertaining to appointment of Mr. D A Prasanna as an Independent Director was taken as read.

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. D. A. Prasanna (DIN:00253371), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from May 06, 2016 to May 05, 2021, not liable to retire by rotation."

Mr. S Saravanan proposed and Mr. K Narayanaswamy seconded the resolution.

6. Appointment of Mr. N. Suresh Krishnan as Managing Director

With the consent of the members present, the following Ordinary Resolution pertaining to appointment of Mr. N. Suresh Krishnan as Managing Director was taken as read.

"RESOLVED THAT pursuant to the provisions of Section 2(54), 2(78), 196, 197, 198, 199, 200, 202, 203 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Article 133 of the Articles of Association of the Company and subject to such approvals,

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Vijayamahantesh Khannur
Company Secretary

Mangalore Chemicals & Fertilizers Limited

permissions and sanctions as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities including the Central Government in granting such approvals, permissions, sanctions, if any, the approval of the members be and is hereby accorded to the appointment of Mr. N. Suresh Krishnan, as the Managing Director of the Company for a period of five years with effect from January 01, 2016 to December 31, 2020."

"RESOLVED FURTHER THAT the remuneration payable to Mr. N. Suresh Krishnan during his tenure as Managing Director and his other terms of appointment shall be as follows:

- a. Salary: The Company shall not pay any salary, commission or remuneration to Mr. N. Suresh Krishnan, Managing Director from the date of his appointment, until further recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors.
- b. Other benefits: as applicable to Senior Executives of the Company.
- c. Termination: By giving the other party, six months' notice"

"RESOLVED FURTHER THAT the Board of Directors is authorized to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

Mr. U S S Maiya proposed and Mr. K Narayanaswamy seconded the resolution.

7. Appointment and approval of remuneration of Mr. K Prabhakar Rao Director – Works

With the consent of the members present, the following Ordinary Resolution pertaining to appointment and approval of remuneration of Mr. K. Prabhakar Rao as Director – Works was taken as read.

"RESOLVED THAT pursuant to the provisions of Section 2(78), 196, 197, 198, 199, 200, 202, and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to such approvals, permissions and sanctions as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities including the Central Government in granting such approvals, permissions, sanctions, if any, the approval of members be and is hereby accorded appointment of Mr. K. Prabhakar Rao as Director – Works, for a period of two years with effect from October 19, 2015 to October 18, 2017."

"RESOLVED FURTHER THAT the approval of the members be and is hereby accorded for following remuneration payable and other terms of appointment to Mr. K. Prabhakar Rao during his tenure as Director – Works:

April 01, 2015 to October 18, 2015	October 19, 2015 to October 18, 2017
a. Basic Salary: Rs.188,655 per month with such annual increments as may be determined by the Board of Directors b. Perquisites: Rs. 12,000 per month c. Allowances: Rs.2,38,742 per month d. Performance Bonus: Rs.84,895 per month e. Other benefits: Rs.69,086 per month f. Termination: By giving the other party, six months' notice	a. Basic Salary: Rs.2,15,000 per month with such annual increments as may be determined by the Nomination and Remuneration Committee and / or the Board of Directors b. Perquisites: Rs. 15,000 per month c. Allowances: Rs.2,67,721 per month d. Performance Bonus: Rs.84,895 per month e. Other benefits: Rs.75,959 per month f. Termination: By giving the other party, six months' notice Provided that the remuneration payable by way of salary, perquisites, allowances, performance bonus and other benefits

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 Vijayamahantesh Khannur
 Company Secretary

Mangalore Chemicals & Fertilizers Limited

	shall not exceed the limits laid down in Section 197 and Schedule V of the Act, including any statutory modifications or re-enactments thereof.
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"RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year, during the tenure of Mr. K. Prabhakar Rao as Director – Works, the Company has no profits or profits are inadequate, the Company may subject to receipt of the requisite approvals including the approval of the Central Government, if any, pay Mr. K. Prabhakar Rao, Director - Works, the above remuneration as the minimum remuneration by way of salary, perquisites, allowances, performance bonus and other benefits as specified above and that the perquisites pertaining to contribution to provident fund, superannuation fund, national pension scheme or gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II of Part II of Schedule V to the Act."

"RESOLVED FURTHER THAT the Board of Directors of the Company on its own or based on the recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to vary, increase, enhance or widen from time to time the terms and conditions of appointment and remuneration of Mr. K. Prabhakar Rao, Director – Works during the period from October 19, 2015 to October 18, 2017 within the scale of basic salary of Rs. 2,15,000 per month to Rs.3,00,000 per month, subject to such approvals as may be required and the limits specified under Schedule V to the Act or any statutory modification(s) or re-enactment(s) thereof."

Mr. S Ramanujam proposed and Mr. U S S Maiya seconded the resolution.

8. Ratification of payment of remuneration to Cost Auditor

With the consent of the members present, the following Ordinary Resolution pertaining to ratification of payment of remuneration to Cost Auditor was taken as read.

RESOLVED THAT pursuant to the provisions of the Section 148 of Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), payment of remuneration of Rs. 1,25,000/- (Rupees one lakh twenty five thousand only) exclusive of service tax and other statutory levies, if any, and reimbursement of actual expenses incurred on travel, accommodation and other out-of-pocket expenses to Mr. P. R. Tantri, Cost Accountant (Membership Number 2403), for conducting audit of cost records of the Company for the Financial Year 2016-17, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors is authorized to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.

Mr. S Saravanan proposed and Mr. U S S Maiya seconded the resolution.


9. Approval of transactions with Zuari Agro Chemicals Limited

With the consent of the members present, the following Ordinary Resolution pertaining to approval of proposed transactions with Zuari Agro Chemicals Limited was taken as read.

"RESOLVED THAT in compliance with and subject to the provisions of the Companies Act, 2013 and the rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the 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, lease of office space, sales and marketing services and cost recharge be and are hereby approved."

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For MANGALORE CHEMICALS & FERTILIZERS LTD.


Vijayama, *Vijayama* Khannur
Company Secretary

Mangalore Chemicals & Fertilizers Limited

"RESOLVED FURTHER THAT the Board is hereby authorized to do, perform, or cause to be done all such acts, deeds, matters and things as may be necessary or desirable, and do all other acts and things as may be incidental, necessary or desirable to give effect to the above resolution."

Mr. Ramanujam proposed and Mr. B. L. Venkatachalapathy seconded the resolution.

After all the resolutions were duly proposed and seconded, the Chairman requested the members who had not cast their votes by remote e-voting, to cast their votes by physical ballot papers. The Chairman appointed Mr. K. S. Sudhindra, Practicing Company Secretary, (Membership Number FCS 7909 and CP No.8190) as Scrutinizer for the polling process. He directed the Scrutinizer to submit the consolidated report of the total votes cast by remote e-voting and by physical ballot papers to Mr. N. Suresh Krishnan, Managing Director or Mr. Vijayamahantesh Khannur, Company Secretary who shall declare the results immediately after receipt of the report. The voting results forms part of the proceedings.

The Scrutinizer showed the empty ballot boxes and then locked them for casting ballot papers. The polling process commenced at 11.00 AM and concluded at 11.10 AM.

The meeting concluded at 11.10 AM with a vote of thanks to the Chair.

Date: October 19, 2016
Place: Gurgaon


Arun Duggal
Chairman

Results of the remote e-voting and physical ballot papers on the businesses transacted at the Annual General Meeting of the Company held on Tuesday, September 27, 2016.

On the basis of the consolidated Scrutinizer's Report dated September 27, 2016 on the remote e-voting and physical ballot papers polled at the Annual General Meeting, the summary of which is mentioned hereunder, the Company Secretary, authorized by the Chairman, announced the results of voting on September 27, 2016.

Resolution No. and Business		Particulars of votes cast						Results
		Remote e-voting		Physical ballot		Total votes		
		Nos. (A)	%	Nos. (B)	%	Nos. (A)+(B)	%	
1. Adoption of accounts for the year ended on March 31, 2016 and the reports of the Auditors and Directors thereon	Votes cast in favour	62846721	99.09	26049802	99.99	88896523	99.35	Passed with requisite majority
	Votes cast against	10	0.00	0	0.00	10	0.00	
	Invalid votes	579000	0.91	2343	0.01	581343	0.65	
2. Re-appointment of Mr. Akshay Poddar as Director	Votes cast in favour	62846621	99.09	6906	74.67	62853527	99.08	Passed with requisite majority
	Votes cast against	110	0.00	0	0.00	110	0.00	
	Invalid votes	579000	0.91	2343	25.33	581343	0.92	
3. Ratification of appointment of M/s K P Rao & Co., as Statutory Auditors	Votes cast in favour	62846621	99.09	26049802	99.99	88896423	99.35	Passed with requisite majority
	Votes cast against	110	0.00	0	0.00	110	0.00	
	Invalid votes	579000	0.91	2343	0.01	581343	0.65	

For MANGALORE CHEMICALS & FERTILIZERS LTD.,



Vijayamahantesh Khannur
Company Secretary

Mangalore Chemicals & Fertilizers Limited

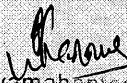
4. Appointment of Mr. V S Venkataraman as Director	Votes cast in favour	3410	0.01	26049802	99.99	26053212	29.12	Not passed with requisite majority
	Votes cast against	62843321	99.08	0	0.00	62843321	70.23	
	Invalid votes	579000	0.91	2343	0.01	581343	0.65	
5. Appointment of Mr. D A Prasanna as an Independent Director	Votes cast in favour	62846620	99.09	6906	0.03	62853526	70.24	Passed with requisite majority
	Votes cast against	111	0.00	26042896	99.96	26043007	29.11	
	Invalid votes	579000	0.91	2343	0.01	581343	0.65	
6. Appointment of Mr. N. Suresh Krishnan as Managing Director	Votes cast in favour	62846621	99.09	6906	0.03	62853527	70.24	Passed with requisite majority
	Votes cast against	110	0.00	26042896	99.96	26043006	29.11	
	Invalid votes	579000	0.91	2343	0.01	581343	0.65	
7. Appointment and approval of remuneration of Mr. K Prabhakar Rao Director – Works	Votes cast in favour	62846458	99.09	26049702	99.99	88896160	99.35	Passed with requisite majority
	Votes cast against	273	0.00	100	0.00	373	0.00	
	Invalid votes	579000	0.91	2343	0.01	581343	0.65	
8. Ratification of Cost Auditor's remuneration	Votes cast in favour	62846458	99.09	26049802	99.99	88896260	99.35	Passed with requisite majority
	Votes cast against	273	0.00	0	0.00	273	0.00	
	Invalid votes	579000	0.91	2343	0.01	581343	0.65	
9. Approval for proposed transactions with Zuari Agro Chemicals Limited	Votes cast in favour	3410	0.59	6906	0.03	10316	0.04	Not passed with requisite majority
	Votes cast against	110	0.02	26042896	99.96	26043006	97.78	
	Invalid votes	579000	99.40	2343	0.01	581343	2.18	

All the businesses, except Item No. 4 and 9 of the Notice of the Annual General Meeting, transacted at the 49th Annual General Meeting of the Company held on September 27, 2016 have been duly passed with requisite majority.

Date: October 19, 2016
Place: Gurgaon


 Arun Duggal
 Chairman

For MANGALORE CHEMICALS & FERTILIZERS LTD.,


 Vijayamahantesh Khannur
 Company Secretary