

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

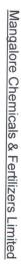
For Mangalore Chemicals & Fertilizers Ltd.

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





### 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 promote	Whether promoter/ promoter group are interested: No	are interested:	No					
Category	Mode of voting	No	2	0/ -5				
Category	Mode of voting	9	No. of votes	% of votes polled on	No. of	No. of	% of Votes	% of Votes
		shares	polled	outstanding shares	Votes	Votes	in favour	against on
		held	(2)	(3)=[(2)/(1)]* 100	ı İ	1	on votes	votes
		(1)			favour	against	polled	polled
					(4)	(5)	(6)=[(4)/(2)]	(7)=[(5)/(2)]
Dramatas							*100	*100
Promoter and	E voting	88886107	62843211	70.701	62843211	0	100	
riolliotel Gloup	FOI		26042896	29.299	26042896	0	100	
	lotal	88886107	88886107	100	88886107	0	100	
Public -	E Voting	2602407	0	0	0	0	0	
Institutions	Poll	2000431	0	0	0	0	0	
	Total	2583497	0	0	0 0			
Public - Non	E Voting		3520	000	3640	2	2010	
One	Dall	27045546	0000	0.01	3010	-	99.72	0.28
III SULUIOII S	TOIL		6906	0	6906	0	100	
	lotal	27045546	10426	0.04	10416	0	999	0
lotal		118515150	88896533	75.01	88896523	10	100	

## Agenda Item No. 2: Re-appointment of Mr. Akshay Poddar as Director Resolution Required : Ordinary

(2)	0 0	いいっといいよん			(((()		
outstanding shares (2) (3)=[(2)/(1)]* 100	_		70 701	62843211	88886107	lotal	
outstanding shares (2) (3)=[(2)/(1)]* 100	0	0	0	0		T	Tolliotel Gloub
outstanding shares (2) (3)=[(2)/(1)]* 100	0	62843211	70.701	02843211	/01 00000	ר יטוווט	
(2) (3)=[(2)/(1)]* 100 Votes – in favour (4)	-			000000	000002107	E Voting	Promoter and
outstanding shares (2) (3)=[(2)/(1)]* 100	5) (6)=[(4)/(2)]	(4)					
outstanding shares $(2)$ $(3)=[(2)/(1)]*100$ — in					(1)		
es polled outstanding shares Votes	on votes	- In	(3)=[(2)/(1)]-100	(2)	(4)		
	otes in favou	SS	outstanding shares	polled	hold		
of No. of votes   % of votes polled on   1			% of votes polled on	No. of votes	5	wode of voting No.	Category

SALS &



	100	110	62853527		62853637	118515150		Total
1.0	98.94	110	10316	0.04	10426	27045546	Total	
0	100	0	6906	0	6906		Poll	
3.12	96.88	110	3410	0.01	3520	27045546	E Voting	Public - Non
	0	0	0	0	0	2583497	Total	
	0	0	0	0	0		Poll	stitutions
	0	0	0	0	0	2583497	E Voting	Public -

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

Whether promoter/ promoter gr	Whether promoter/ promoter group are interested: No	are interested	No					
Category	Mode of voting No	No. of	of votes	% of votes polled on	No. of	No. of	% of Votes	% of Votes
		shares	polled	outstanding shares	Votes	Votes	in favour	against on
		held	(2)	(3)=[(2)/(1)]*100	- in	I	on votes	votes
		(3)			favour	against	polled	polled
					(4)	(5)	(6)=[(4)/(2)]	(7)=[(5)/(2)]
				*			*100	*100
Promoter and	E Voting	88886107	62843211	707.07	62843211	0	100	
Promoter Group	Poll		26042896	29.299	26042896	0	100	
	Total	88886107	88886107	100	88886107	0	100	
Public -	E Voting	2583497	0	0	0	0	0	
Institutions	Poll		0	0	0	0	0	
	Total	2583497	0	0	0	0	0	
Public - Non	E Voting	27045546	3520	0.01	3410	110	96.88	3.12
Institutions	Poll		6906	0	6906	0	100	
	Total	27045546	10426	0.04	10316	110	98.94	1.0
Total		118515150	88896533	75.01	88896423	110	100	

## Agenda Item No. 4: Appointment of Mr. V S Venkataraman as Director Resolution Required : Ordinary

0	100	0	29.299   26042896	29.299	26042896		Poll	Promoter Group   Poll
100	0	62843211		70.701	62843211	88886107	E Voting	Promoter and
*100								
(7)=[(5)/(2)]	(6)=[(4)/(2)]		(4)					
polled		(5)	favour			(3)		
votes	on votes	against	I in	(3)=[(2)/(1)]*100	(2)	held		
against on	in favour	Votes -	Votes	outstanding shares	lled	shares		
% of Votes	Se		No. of	of No. of votes   % of votes polled on No. of	No. of votes		Mode of voting No.	Category
				,	. No	are interested	Whether promoter/ promoter group are interested: No	Whether promote



29.31	62843321	26053272	/5.01	00080000	0010100		וטומו
000	000	0000000	75 04	00000000	110515160		Total
98.94	110	10316	0.04	10426	27045546	Total	
100	0	6906	0	6906		Poll	Institutions
96.88	110	3410	0.01	3520	27045546	E Voting	Public - Non
0	0	0	0	0	2583497	Total	
0	0	0	0	0		Poll	
0	0	0	0	0	2583497	E Voting	Public -
29.3	62843211	26042896	100	88886107	88886107	Total	

# Agenda Item No. 5: Appointment of Mr. D A Prasanna as Independent Director Resolution Required : Ordinary

אוופנופו טוטווטנפ	whether promoter promoter group are interested. No	are little ested	· NO					
Category	Mode of voting No.		of No. of votes	% of votes polled on	No. of	No. of	% of Votes	% of Votes
		shares	polled	outstanding shares	Votes	Votes -	in favour	against on
		held	(2)	$(3)=[(2)/(1)]^*$ 100	I in	against	on votes	votes
		(1)			favour	(5)	polled	polled
					(4)		(6)=[(4)/(2)]	(7)=[(5)/(2)]
							*100	*100
Promoter and	E Voting	88886107	62843211	70.701	62843211	0	100	0
Promoter Group	Poll		26042896	29.299	0	26042896	0	100
	Total	88886107	88886107	100	62843211	26042896	70.7	29.3
Public -	E Voting .	2583497	0	0	0	0	0	0
Institutions	Poll		0	0	0	0	0	0
	Total	2583497	0	0	0	0	0	0
Public - Non	E Voting	27045546	3520	0.01	3409	111	96.85	3.15
Institutions	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	26043007	70.7	29.3

## **Agenda Item No. 6:** Appointment of Mr. N. Suresh Krishnan as Managing Director Resolution Required : Ordinary

	T		8		_	_	1	Т
Promoter and E Voting						Category	Whether promoter/ promoter group are interested. No	
E Voting						Mode of voting No.	r/ promoter group	
88886107			(1)	held	shares	No.	are intere	
107						of.	ested	
628				(2)	polled	No. of	No	
62843211						votes		
				(3)=[(2)/(1)]*100	outstanding shares	of No. of votes   % of votes polled on   No. of		
70.701				100	shares	polled or		
70.701 62843211		(4)	favour	in in	Votes	No. of		
0			(5)	against	Votes -	No. of		
100	*100	(6)=[(4)/(2)]	polled	on votes	in favour	% of Votes		
0	*100	(7)=[(5)/(2)]	polled	votes	against on	% of Votes		



29.3	70.7	26043006	853527	75.01   621	88896533	118515150		Total
1.06	98.94	110	10316	0.04	10426	27045546	Total	
0	100	0	6906	0	6906		Poll	Institutions
3.12	96.88	110	3410	0.01	3520	27045546	E Voting	Non
0	0	0	0	0	0	2583497	Total	
0	0	0	0	0	0		Poll	Institutions
0	0	0	0	0	0	2583497	E Voting	Public -
29.3	70.7	26042896	62843211	100	88886107	88886107	Total	
100	0	26042896	0	29.299	26042896			Promoter Group

# Agenda Item No. 7: Appointment and approval of remuneration of Mr. K Prabhakar Rao Director – Works Resolution Required - Special

Whether promote	Whether promoter/ promoter group are interested: No	are interested:	No					
Category	Mode of voting	No. of	of votes	% of votes polled on	No. of	No. of	% of Votes	% of Votes
	400	shares	polled	outstanding shares	Votes	Votes	in favour	against on
		held	(2)	(3)=[(2)/(1)]*100	⊒. □	1	on votes	votes
		(3)	2	*	favour	against	polled	polled
					(4)	(5)	(6)=[(4)/(2)]	(7)=[(5)/(2)]
					179 20			*100
Promoter and	E Voting	88886107	62843211	70.701	62843211	0	100	0
Promoter Group	Poll		26042896	29.299	26042896	0	100	0
	Total	88886107	88886107	100	88886107	0	100	0
Public -	E Voting	2583497	0	)	0	0	0	0
Institutions	Poll		0	)	0	0	0	0
	Total	2583497	0	)	0	0	0	0
Public - Non	E Voting	27045546	3520	0.01	3247	273	92.24	7.76
Institutions	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

Category	Mode of voting   No.		of No. o	of votes	of No. of votes   % of votes polled on No. of	on	No. of	No. of	% of Votes   % of Votes	% of Votes
		shares	polled		outstanding shares		Votes	Votes	in favour	against on
		held	(2)		(3)=[(2)/(1)]* 100		- in	1	on votes	votes
		3					favour	against	polled	polled
							(4)	(5)	(6)=[(4)/(2)]	(7)=[(5)/(2)]
									*100	*100



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

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.

Total		Institutions	Public - Non		Institutions	Public -		Promoter Group	Promoter and					Category
	Total	Poll	E Voting	Total	Poll	E Voting	Total	Poll	E Voting .					Mode of voting No.
118515150	27045546		27045546	2583497		2583497	88886107		88886107		(1)	held	shares	
26053322	10426	6906	3520	0	0	0	26042896	26042896	0			(2)	polled	No. of votes
21.98	0.04	0	0.01	0	0	0	29.299	29.299	0			(3)=[(2)/(1)]*100	outstanding shares	of No. of votes   % of votes polled on No. of
21.98   10316	0.04 10316	6906	3410	0	0	0	0	0	0	(4)	favour	in I	Votes	No. of
26043006	110	0	110	0	0	0	26042896	26042896	0		(5)	against	Votes -	No. of
0.04	98.94	100	96.88	0	0	0	0	0	0	(6)=[(4)/(2)] *100	polled	on votes	in favour	% of Votes
99.96	1.06	0	3.12	0	0	0	100	100	0	(7)=[(5)/(2)] *100	polled	votes	against on	% of Votes



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, 4<sup>th</sup> Main, 13<sup>th</sup> 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, 1<sup>st</sup> 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 49<sup>th</sup> 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 49<sup>th</sup> 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

1

Bangalore

### S.Kedarnath & Associates

23<sup>rd</sup> September 2016 9.00AM till 26<sup>th</sup>September2016 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 27<sup>th</sup> September 2016 around 11.40 AM in the presence of two witnesses, namely Mr. 5 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 27<sup>th</sup> 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.

C.P.No.8190 FCS No. 7909

BANGALORE

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: 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 Vo	tes contained in		Percentage of
	E-Votes	Poll	Total	% Valid Votes.
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 Vo	tes contained in		Percentage of
	E-Votes	Poll	Total	% Valid Votes.
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.



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

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



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

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



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

Particulars	Number of Vo	tes contained in		Percentage of
	E-Votes	Poll	Total	% Valid Votes.
Assent	62846458	26049702	88896160	99.999%
Dissent	273	100	373	0.001%
Invalid	579000	2343	581343	NA
Total	63425731	26052145	89477876	100.00%
Total	00420701	20002140	00477070	100.0070

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.

Number of Vot	tes contained in		Percentage of
E-Votes	Poll	Total	% Valid Votes
62846458	26049802	88896260	99.999%
273	0	273	0.001%
579000	2343	581343	NA
63425731	26052145	89477876	100.00%
	E-Votes 62846458 273 579000	62846458 26049802 273 0 579000 2343	E-Votes Poll Total 62846458 26049802 88896260 273 0 273 579000 2343 581343

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



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.

FCS No. 7909

BANGALORE

Thanking You

Sudhindra K S

Scrutinizer

Company Secretary

FCS No 7909, CP No 8190

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. 15<sup>th</sup> Cross, 6<sup>th</sup>main, 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

C.P.No.8190 CO FCS No.2109 A BANDALORE A Bangalora Bangalora