



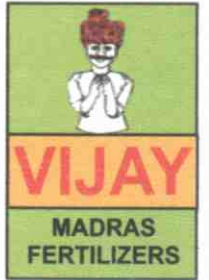
मद्रास फ़र्टिलाइज़र्स लिमिटेड Madras Fertilizers Limited

(भारत सरकार का उपक्रम / A Government of India Undertaking)

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CIN: L32201TN1966GO1005469

GSTIN - 33AAACM5191E1ZK



September 27, 2018

M/s. National Stock Exchange of India Ltd
Listing Department
Exchange Plaza, 5th Floor
Plot No.C/I "G" Block, Bandara Kurla Complex
Bandra (E), Mumbai – 400 051

Dear Sirs,

Sub: Proceedings of the 52nd Annual General Meeting (AGM) of the Company held on 26th September, 2018 under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we enclose herewith gist of proceedings of the 52nd Annual General Meeting (AGM) of the Madras Fertilizers Limited held on 26th September, 2018 at 11.30 a.m. Training Centre Auditorium, Madras Fertilizers Limited, Manali, Chennai 600 068.

Thanking you,

Very truly yours,

V. Muralidharan
27/9/2018

V Muralidharan
Company Secretary

Encl : a/a

MADRAS FERTILIZERS LIMITED
MANALI, CHENNAI 600 068

Gist of the proceedings of the 52nd Annual General Meeting of Madras Fertilizers Limited (MFL) held on September 26, 2018

The 52nd Annual General Meeting of the members of the Company was held on September 26, 2018 at 11.30 a.m. at Training Centre Auditorium, Madras Fertilizers Limited, Manali, Chennai 600 068.

Totally 806 members (including proxies) attended the meeting as per the records of attendance.

Shri U Saravanan, Chairman and Managing Director (Additional Charge) chaired the proceedings of the meeting. Shri V Muralidharan, GM (F&A) & CS welcomed the members and requested CMD to commence the proceedings of the meeting. The Chairman welcomed the members and introduced the Presidential Nominee and Board of Directors to the members. The Chairman mentioned that adequate quorum was present and commenced the proceedings of the meeting.

The Company Secretary informed the members that in accordance with the provisions of the Companies Act, 2013 and the amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had provided e-voting facility on the NSDL e-voting platform for transacting the business contained in the notice. The e-voting commenced at 9.00 a.m. on September 23, 2018 and ended at 5.00 p.m. on September 25, 2018. The Board of Directors had appointed Mr V Esaki, Practicing Company Secretary as Scrutinizer for conducting both the e-voting and physical voting processes.

In order to provide an opportunity to those members who had not exercised e-voting, the Company Secretary ordered for a Poll by the Scrutinizer on all resolutions. The Company Secretary also announced that those members who had not exercised their votes through e-voting could do so through the physical ballot paper which was made available to them. After conclusion of the poll, the Company Secretary announced that the final results of the voting (after consolidating the result of e-voting and poll) would be placed on the website of the Company and NSDL, and the same will also be communicated to the Stock Exchange (NSE) within 48 hours of completion of the AGM.

The Company Secretary stated that the ordinary business and special business to be transacted in the meeting are given in page 3 of the Annual Report which the members may kindly take note.

V. M.
27/9/2018

The Company Secretary mentioned that the Statutory Auditor's Report and explanation of the Management on that are already available in the Annual Report (pages 43 & 44) and the same may be noted as read by the members. The 'NIL' comments given by the Govt. Auditor (i.e. C&AG of India) is given in the Annual Report at Page 42 and the same may be noted as read by the members.

On the invitation of the Chairman, members addressed the meeting, gave suggestions and raised queries on the Company's accounts and operations. The Chairman gave reply to the queries raised by the members.

The resolutions passed by the members, in brief, related to:

Ordinary Business:

1. Adoption of Financial Statements for the financial year ended March 31, 2018 along with the Reports of the Board of Directors and the Statutory Auditors.
2. Re-appointment of Ms. Meenakshi Gupta (DIN 07686646) as Director who retires by rotation.
3. Appointment of Statutory Auditor & fixing their remuneration (Ordinary Resolution).

Special Business:

4. Appointment of Shri U Saravanan, Director – Technical (DIN 07274628) as Chairman and Managing Director (additional charge) of the Company effective August 14, 2018 till October 31, 2018 or until further orders whichever is earliest (ordinary resolution).
5. Appointment of Shri Lalsanglur (DIN 08118636) as Director of the Company (ordinary resolution).
6. Appointment of Cost Auditor for the year 2018-19 & fixing their remuneration (ordinary resolution).

All the above business were passed with requisite majority and are deemed to be passed on the date of the Annual General Meeting (i.e. September 26, 2018).

V.M.
29/9/2018

V Muralidharan
Company Secretary