



MADRAS FERTILIZERS LIMITED

MADRAS FERTILIZERS LIMITED

(A Government of India Undertaking)

CIN – L32201TN1966GOI005469

Regd. Office : Post Bag No.2, Manali, Chennai 600 068 Tel.044-25942281 / 25945203 Fax.044-25943613

Website : www.madrasfert.co.in email: cs@madrasfert.co.in

NOTICE

NOTICE is hereby given that the 52nd Annual General Meeting of Madras Fertilizers Limited will be held on 26th September, 2018 at 11.30 a.m. at Training Centre Auditorium, North Gate Entrance, Madras Fertilizers Limited, Manali, Chennai 600068 to transact the following businesses:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2018 and the Statement of Profit & Loss for the year ended on that date together with the Reports of Directors' and the Auditors thereon.

2. To appoint a Director in place of Ms. Meenakshi Gupta (DIN 07686646), Director, who retires by rotation and being eligible offers herself for re-appointment and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT Ms. Meenakshi Gupta (DIN 07686646) who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible, be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation”.

3. To fix remuneration of Statutory Auditors for the Financial Year 2018-19 and in this regard to consider if thought fit to pass with or without modification(s), the following resolution as an ORDINARY resolution:

“RESOLVED THAT pursuant to the provisions of Section 142(1) and other applicable provisions, if any, of the Companies Act, 2013, the Statutory Audit Fee for the financial year 2018-19 be and is hereby fixed at

₹ 3,50,000/- plus applicable taxes to M/s. J V Ramanujam & Co., (MD0377), Statutory Auditors, subject to other terms and conditions laid down by the C&AG in their letter No. CA.V/COY/CENTRAL GOVERNMENT, MFL(1)/380 dated 31.07.2018”.

SPECIAL BUSINESS

4. To consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution:

“RESOLVED THAT Shri U Saravanan, Director-Technical (DIN 07274628) be and is hereby appointed as Chairman & Managing Director (Additional Charge) of the Company effective August 14, 2018 till October 31, 2018 or until further orders whichever is earliest”

5. To appoint Shri Lalsanglur (DIN 08118636), as Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Lalsanglur (DIN 08118636), who was appointed as Additional Director by the Board of Directors with effect from 10.04.2018 pursuant to Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director and he shall be liable to retire by rotation.



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6. To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act 2013 read with Companies (Audit and Auditor) Rules 2014, Mrs Aruna Prasad (Membership No.11816), Cost Accountant, appointed by the Board as Cost Auditor to consider the cost audit of the Company for fertilizers for the financial year 2018-19 as per the directions which may be issued by the Central Government at a fee of ` 1,00,000/- plus taxes besides reimbursement of travelling and out of pocket expenses at actuals be and is hereby ratified.”

By Order of the Board

U Saravanan

Chennai
27th Aug, 2018

**Director (Technical) and Chairman &
Managing Director (Addl.Charge)**

Note:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The Proxy form, in order to be effective must be duly completed, stamped and lodged with the Registered Office of the Company not less than forty eight hours before the commencement of the meeting. As per Section 105 of the Companies Act, 2013, a person appointed as proxy can act on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company.

2. During the beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the

business hours of the company, provided that not less than 3 days of notice in writing is given to the Company.

3. Members/Proxies should bring the duly filled in attendance slip enclosed herewith to attend the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 20.09.2018 to 26.09.2018 (both days inclusive).
5. M/s. Integrated Registry Management Services Pvt Ltd., Kences Towers, II Floor, No.1, Ramakrishna Street, T Nagar, Chennai 600017 are the Registrar and Transfer Agents and Depository Participants of the Company for physical / electronic shares and all correspondences with regard to transfer of shares etc may be addressed to them directly.
6. The relevant records are available for inspection by the Shareholders at the Registered Office of the Company at any time during the working hours till the date of the meeting.
7. Members may please note that **NO GIFTS** will be distributed at the meeting
8. **Voting through electronic means**
- i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 52nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other



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- than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- ii) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv) The remote e-voting period commences on 23.09.2018 (9:00 am) and ends on 25.09.2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19.09.2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v) A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- vi) The process and manner for remote e-voting are as under:
- A. Member whose email IDs are registered with the Company/Depository Participants(s) will receive an email from NSDL informing them of their User-ID and Password. Once the Members receives the email, he or she will need to go through the following steps to complete the e-voting process:
- a) Open email and open PDF file titled; “MFLAGM” remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- c) Click on Shareholder - Login
- d) Enter the user ID and password as initial password/ PIN noted in step (a) above. Click on Login.
- e) The Password change menu will appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
- f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- g) Select “REVEN” of Madras Fertilizers Limited.
- h) Now you are ready for remote e-voting as Cast Vote page opens.
- i) Cast your vote by selecting appropriate option and click on “Submit” and Remember to “Confirm” when prompted.
- j) Upon confirmation, the message “Vote cast successfully” will be displayed.
- k) Once you have voted on the resolution, you will not be allowed to modify your vote.
- l) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authorization letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through e-mail to esakics@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s)]:



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- a) The Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
- REVEN (Remote e-voting Event Number)
USER ID _____ PASSWORD/PIN _____.
- b) Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- vii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or contact National Securities Depository Ltd. Via email at evoting@nsdl.co.in.
- viii) Login to the evoting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
- ix) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- x) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19.09.2018.
- xi) Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 19.09.2018, may obtain the user ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
- xii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- xiii) Shri V Esaki, Practicing Company Secretary (CP No. 11022) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- xiv) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xv) The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xvi) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.madrasfert.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Ltd.
- All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (8:00 am to 4:45 pm) on all working days except Saturdays



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and Sundays, up to and including the date of the Annual General Meeting of the Company.

9. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013:

Item No.4: Appointment of Shri U Saravanan, Director – Technical (DIN 07274628) to hold Chairman & Managing Director (Addl. Charge)

Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India vide its order No.84/3/2017-HR-I dated 14th August 2018 communicated the approval of the Appointment Committee of the Cabinet (ACC) regarding the premature termination of the tenure of Shri A B Khare from the post of Chairman & Managing Director (CMD) of Madras Fertilizers Ltd and further entrusted the additional charge of the post of CMD, MFL to Shri U Saravanan, Director (Technical), MFL with immediate effect i.e. effective 14.08.2018 till 31.10.2018, or until further orders, whichever is the earliest. Accordingly, Board of Directors of MFL has approved his appointment as Chairman & Managing Director (Addl.Charge) with effect from 14.08.2018.

None of the Directors is interested in the resolution, except Shri U Saravanan, as it concerns his appointment.

Item No.5: Appointment of Shri Lalsanglur (DIN 08118636) as Director

Shri Lalsanglur (DIN 08118636), Economic Advisor, Department of Fertilizers was nominated by the Government of India for appointment as Director in pursuance of Article 85 (a) and 86 read with Article 88 of the Articles of the Association of the Company in place of Shri Dharam Pal, Additional Secretary, Department of Fertilizers, effective April 10, 2018, until further orders.

Shri Lalsanglur, was appointed as Director on the Board

of the Company by the Board of Directors effective April 10, 2018. As per the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, Shri Lalsanglur will hold office only up to the date of Annual General Meeting.

A notice under section 160 of the Companies Act, 2013 has been received from a member proposing the appointment of Shri Lalsanglur, as a Director, liable to retire by rotation.

None of the Directors is interested in the resolution, except Shri Lalsanglur, as it concerns his appointment.

Item No.6: Appointment of Cost Auditor for the year 2018-19

As per Sec. 148(3) of the Companies Act, 2013 read with Companies (Cost Records and Cost Audit) Rules, 2013, the cost Auditor should be appointed by the Board on such remuneration which may be ratified by the members in General Meeting.

Accordingly, the Board in its 302nd meeting held on August 13, 2018 has approved the appointment of Mrs. Aruna Prasad, Cost Auditor, for conducting the Cost Audit of the company for the year 2018-19 at the remuneration of ₹ 1,00,000/- plus taxes besides reimbursement of travelling and out of pocket expenses at actuals. Mrs. Aruna Prasad, has also communicated his willingness to take up the assignment.

In accordance with the provisions of Sec 148(3) of the Companies Act, 2013 the remuneration fixed for the Cost Auditor has to be ratified by the members in the General Meeting. Accordingly, the above proposal has been submitted for ratification of the members.

By Order of the Board
U Saravanan

Chennai
27th Aug, 2018
Director (Technical) and Chairman & Managing Director (Addl.Charge)



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Attachment

Details of Directors seeking appointment at the Annual General meeting scheduled to be held on September 26, 2018 (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015

Name of the Director	Shri U Saravanan (DIN 07274628)	Shri Lalsanglur (DIN 08118636)
Date of Birth	15.01.1967	17.11.1966
Date of Appointment on the Board	14.08.2018	10.04.2018
Relationship with other Directors and Key Managerial Personnel	Nil	Nil
Expertise in Specific Functional areas	Technical	Economic Analysis
Qualification	B.Tech (Chemical Engineering), MBA	M.A (Econ)
Board Membership of other Companies as on March 31, 2018	Fertilizers and Chemical Travancore Ltd	Nil
Chairman / Member of the Committee of the Board of Directors of the Company as on March 31, 2018		
a) Audit Committee	-	-
b) Stakeholders Relationship Committee	Member	Member
c) Nomination & Remuneration Committee	Member	Member
d) Other Committees	Member	Member
Shareholding in the Company (as on 31/03/2018)	Nil	Nil

Note: Detailed profiles of the above Directors are given as part of the Annual Report. The Directorships, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013. Information pertaining to remuneration paid to the Directors who are being appointed/re-appointed and number of Board meetings attended by them during the year 2017-18 are provided in the Corporate Governance Report.