



MADRAS FERTILIZERS LIMITED

(A Government of India Undertaking)

CIN – L32201TN1966GOI005469

Regd. Office: Post Bag No.2, Manali, Chennai 600 068

Tel.044-25942281 / 25945489

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

NOTICE

NOTICE is hereby given that the 57th Annual General Meeting (AGM) of Madras Fertilizers Limited will be held on Monday, 25th September 2023, at 11.00 a.m. through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2023 and the Statement of Profit & Loss (including other comprehensive income), Statement of Cash Flow, Statement of Changes in Equity, Notes comprising Significant Accounting Policies and other Explanatory information forming part of Financial Statements for the year ended on that date together with the Directors’ Report, Auditors’ Report and Comments of the Comptroller and Auditor General India (CAG) and our replies thereon.
2. To authorize the Board of Directors of the Company to fix remuneration of Statutory Auditors of the Company for the Financial Year 2023-24 in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013 and to consider, if thought fit, to pass the following Resolution as an ORDINARY resolution:

“RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to decide and fix the remuneration of the Statutory Auditors of the Company as appointed by the Comptroller and Auditor General of India for the Financial year 2023-24”.

SPECIAL BUSINESS

3. To elect Shri Kishor Rungta (DIN 00231106) as Chairman & Managing Director (Additional Charge) of the Company:

The Government of India as per Government Order notification No.84/3/2017-HR-I dated July 17, 2023

has appointed Shri Kishor Rungta (DIN 00231106) as Chairman & Managing Director (Additional Charge) of the Company effective from June 16 2023 or till regular incumbent joins the post or until further orders whichever is the earliest, subject to his CVC clearance and approval from DoPT (ACC)”. The Members may 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 196 of Companies Act 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Articles of Association of the Company, Shri Kishor Rungta (DIN 00231106), be and is hereby appointed as the Chairman and Managing Director (Additional Charge) in the Board of Madras Fertilizers Limited as per Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India notification No.84/3/2017-HR-I dated July 17, 2023 with effect from June 16, 2023 or till regular incumbent joins the post or until further orders whichever is the earliest, subject to his CVC clearance and approval from DoPT (ACC)”

4. To elect Shri Arvind Kumar (DIN 10117759) as a Director on the Board of Directors of the Company:

As per Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India notification F.No.95/1/2019-HR-PSU dated 10th February 2023 Shri Shri Arvind Kumar (DIN 10117759) was appointed the Government of India Nominee Director in the Board of Directors of the Company. The Members may 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 161 (1) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder



MADRAS FERTILIZERS LIMITED

read with Articles of Association of the Company, Shri Arvind Kumar (DIN 10117759), who was appointed as a Director in the Board of Madras Fertilizers Limited as per Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India notification F.No.95/1/2019-HR-PSU with effect from February 10, 2023, until further orders, be and is hereby elected as a Director of the Company and shall hold office upto the date of the next AGM”.

5. Appointment of Dr Jatin Kumar Mohanty, (DIN 02660442) as Director of the Company

To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161(1) 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) and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr Jatin Kumar Mohanty (DIN 02660442), who was appointed as Additional Director being designated as Non-official Independent Director in the Board of Madras Fertilizers Limited in its 330th Meeting of the Company held on 08th August 2023 as recommended by the Appointment Committee of the Cabinet vide O.M.NO.20/64/2022-EO(ACC) dated 31.05.2023 and Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India vide its notification F.No.78/2/2006-HR-PSU (pt III) with effect from the notification i.e. June 20, 2023 for a period of three years or until further orders, be and is hereby appointed as Director of the Company effective June 20, 2023 and not liable to retire by rotation”.

6. Appointment of Cost Auditor:

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 & Co, (Firm No: 100883), Cost Accountants, appointed by the Board in its 330th meeting held on 08th August 2023 as Cost Auditor to consider the cost audit of the Company for fertilizers for the financial year 2023-24 as per the directions issued by the Central Government at a fee of ₹ 1,21,000/- plus taxes besides reimbursement of travelling and out of pocket expenses at actuals be and is hereby ratified.”

7. Renewal of Working Capital Limits with Enhancement

As per Letter dated 05th January 2023, the State Bank of India has accorded sanction for renewal of working capital limits with enhancement in FBWC and NFBWC limits subject to the terms and conditions depicted as below.

Facility	Existing	Bank Sanctioned
FUND BASED		
Cash Credit	191.40	350.00
Total Fund Based	191.40	350.00
NON-FUND BASED		
Letter of Credit (LC)	310.00	395.00
Bank Guarantee	(150.00)	(150.00)
Credit Exposure Limit (CEL)	2.80	2.80
Total Non-Fund Based	312.80	397.80
Total Exposure	504.20	747.80

Vide the Letter referred above State Bank of India has imposed 4 special conditions wherein in they have directed the Company to pass Shareholders Resolution under Section 180 (1) (a) and Section 180 (1) (c) of Companies Act 2013 in compliance with the terms of sanction. The Members may consider and if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

- a. “**RESOLVED THAT** in terms of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any amendments thereto or re-enactment thereof, for the time being in force) read with relevant Rules thereof and the provisions of the Articles of Association of the Company and subject to approval, if any, of Central Government, Reserve Bank of India, or any other regulatory bodies or authorities or



quasi-judicial bodies, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the "Board" which term shall be deemed to include the Management Sub Committee, to borrow from time to time in one or more tranches, any sum or sums or moneys from time to time for the purpose of the business of the Company, from any one or more banks, Indian and foreign financial institutions and other persons, firms, bodies corporate etc. notwithstanding that the money or moneys borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining outstanding at any point of time may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes, provided however, that the total amount up to which the monies so borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed Rs.747.80 Crores (Rupees seven hundred and forty seven crores and eighty lakhs only)."

"RESOLVED FURTHER THAT that for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers to settle all questions, difficulties or doubts that may arise in this regard as the Board may in its sole and absolute discretion deem fit and delegate all or any of its powers herein conferred to the Chairman and Managing Director and General Manager- Finance & Accounts (Additional Charge) of the Company, if required, as it may in its absolute discretion deem it necessary or desirable."

b. Creation of security, in respect of borrowings, in terms of the provisions of Section 180(1)(a) of the Companies Act, 2013

"RESOLVED THAT in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof, for the time being in force) read with relevant Rules thereof and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of

Directors of the Company (herein after referred to as the "Board" which term shall be deemed to include the Management Sub Committee, to sell, lease, mortgage or otherwise dispose of or to create charge and / or hypothecate all the immovable and movable properties of the Company whosoever situated, present and future and/ or conferring power to enter upon and take possession of the assets of the Company in certain events, to or in lenders / financial institutions (Indian and Foreign) / banks and other institutions for securing borrowings up to **Rs. 747.80** Crores (Rupees seven hundred and forty seven crores and eighty lakhs only) lent and advanced/ agreed to be lent and advanced by such lenders / financial institutions / banks to the Company together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption guarantee commission, remuneration payable with regards to such borrowings.

"RESOLVED FURTHER THAT the Chairman and Managing Director and General Manager- Finance & Accounts (Additional Charge) be and is hereby authorized to finalize and settle with the Lenders, the terms and conditions of such mortgage or charge and execute such documents/deeds/writings/papers/ agreements for creation of the aforesaid mortgage and charge as may be required do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise with regard to creating mortgages/charges as aforesaid and as may be required to give effect to the above resolution."

By Order of the Board
For MADRAS FERTILIZERS LIMITED

Sd/-
KISHOR RUNGTA
Chairman & Managing Director
(Additional Charge)
DIN : 00231106

Chennai
Sep 01, 2023

Note:

1. The Ministry of Corporate Affairs, Government of India (the "MCA") vide its General Circular No. 11/2022 dated December 28, 2022 read together with General Circular No. 2/2022 dated May 5, 2022, General Circular No.



MADRAS FERTILIZERS LIMITED

- 21/2021 dated December 14, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 8, 2020 and other circulars issued in this regard (collectively referred to as "MCA Circulars"), and the Securities and Exchange Board of India ("SEBI") vide its Circular No.: SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and other circulars issued in this regard, permitted the holding of the Annual General Meeting (AGM) through Video Conferencing ("VC")/ Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the registered office of the Company.
2. Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the MCA and SEBI Circulars, the Company is holding its Annual General Meeting (AGM) through Video Conferencing ("VC")/Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. For the said purpose the Company has engaged the services of National Securities Depository Limited (NSDL) for conducting AGM through VC/OAVM. Further, NSDL has also been engaged for facilitating e-voting to enable the members to cast their votes electronically using remote e-voting system as well as e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained in the notes below.
 3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts relating to the special business(es) to be transacted at the AGM is annexed hereto.
 4. Brief profile and other additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, in respect of the Director seeking appointment/re-appointment at the AGM, is also annexed to the Notice.

5. The relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection by the members at the Registered Office of the Company during normal business hours (between 10.00 A.M. to 01.00 P.M.) on all working days, from the date of circulation of this Notice upto the date of the AGM. The relevant documents will also be made available on the website of the Company during the abovementioned period. Members seeking to inspect such documents can also send an email to cs@madrasfert.co.in.

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ("Act"), the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the Certificate from the Secretarial Auditors of the Company pursuant to Regulation 13 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available electronically for inspection by the members during the AGM.

Further, members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company latest by September 18, 2023 through email on cs@madrasfert.co.in. Such questions shall be taken up during the meeting or replied by the Company suitably.

6. Pursuant to the Section 105 of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote at the meeting on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA and SEBI circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form is not annexed hereto. Since, the AGM will be held through VC, the route map, and attendance slip are also not annexed to this Notice.



7. Pursuant to the abovementioned Circulars, the Company will send the Annual Report for the financial year 2022- 23 and AGM notice in electronic form only. The Notice of AGM and Annual Report for the financial year 2022- 23 are also placed on the website of the Company i.e. www.madrasfert.co.in and the website of National Securities Depository Limited i.e. www.evoting.nsd.com and at the relevant sections of the websites of the stock exchange i.e. National Stock Exchange of India Ltd. (www.nseindia.com).
8. The Notice is being sent only through electronic mode to all the Members/Beneficiaries, whose names appear on the Register of Members/ Record of Depositories as on 25th day, August, 2023 and who have registered their email addresses with the Company/RTA or Depository/ Depository Participant, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the MCA and SEBI Circulars.
9. The remote e-voting period begins on 22nd day, September, 2023 at 9.00 A.M. (IST) and ends on 24th day, September, 2023 at 5.00 P.M.(IST). During this period, members of the Company holding equity shares either in physical form or in dematerialised form, as on the cut-off date i.e., 18th day, September, 2023, may cast their vote electronically. The remote e-voting will not be allowed beyond the aforesaid date and time as the same shall be disabled by NSDL for voting thereafter.

The facility for electronic voting system, shall also be made available at the AGM. The Members attending the AGM, who have not cast their votes through remote e-voting and are otherwise not barred from doing so, shall be able to exercise their voting rights at the AGM. The Members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the AGM.

Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. There will be one e-vote for every Folio/ Client ID irrespective of the number of joint holders. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on cutoff date and any person who is not a member as on that date should treat this Notice for information purposes only.
10. Members may join the AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 11.00 a.m. (IST) i.e. 30 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility, 15 minutes after the scheduled time to start the AGM. The facility of participation at the General Meeting through VC/OAVM will be made available for at least 1000 members on first come first served basis. However, the said restriction on account of first come first served principle shall not be applicable on large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship, Auditors, etc.
11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/ Folio no, No. of shares, PAN, mobile number at cs@madrasfert.co.in on or before 15th September 2023. Only those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
13. The Board of Directors have appointed Mr V Esaki & Associates, Company Secretaries (Membership No.30353) as the Scrutiniser to scrutinize the remote e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner. The Scrutiniser have communicated their willingness to be appointed for the said purpose.
14. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the



MADRAS FERTILIZERS LIMITED

- same to the Chairman or a person authorised by him, who shall countersign the same and declare results (consolidated) within two working days from the conclusion of the meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company ([www. Madrasfert. co.in](http://www.Madrasfert.co.in)) and the website of NSDL ([www.evoting.nsdl. com](http://www.evoting.nsdl.com)) immediately after the declaration of result by the Chairman and in his absence, any Director/Officer of the Company authorised by the Chairman and the same will also be communicated to National Stock Exchange of India Limited. It shall also be displayed on the Notice Board at the Registered Office and the Corporate office of the Company.
15. With a view to using natural resources responsibly, we request shareholders to update their contact details including e-mail address, mandates, nominations, power of attorney, Bank details covering name of the Bank and branch details, Bank account number, MICR code, IFSC code, etc. with their depository participants and with RTA if shares are held in physical form to enable the Company to send all the communications electronically including Annual Report, Notices, Circulars, etc.
 16. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
 17. Members are requested to notify the change in address if any, with Pin Code numbers immediately to the RTA i.e. M/s. Integrated Registry Management Services Pvt Ltd., (IRMSPL) Kences Towers, II Floor, No.1, Ramakrishna Street, T Nagar, Chennai 60017, Phone 044-28140801 to 803 email : corpserv@integratedindia.in.
 18. Non-Resident Indian Members are requested to inform RTA of the Company any change in their residential status on return to India for permanent settlement, particulars of their Bank account maintained in India with complete name, branch, account type, account number and address of Bank with pin code number, if not furnished earlier. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
 19. SEBI vide its circular dated January 25, 2022, has mandated that the listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold shares in physical form are advised to dematerialise their holdings.
 20. Pursuant to SEBI circular dated March 16, 2023, November 3, 2021 and clarification circular dated December 14, 2021, members holding shares in physical form are advised to update their PAN, KYC details and nomination etc. in prescribed forms. The forms can be downloaded from the website of the company at www.madrasfert.co.in. Further, in respect of shares held in electronic/demat form, the members may please contact their respective Depository Participant. The folios wherein any one of the KYC details is not available on or after October 01, 2023, shall be frozen by the RTA.
 21. SEBI vide its circular dated May 30, 2022 has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its Shareholders(s) / investor(s). The said circular is available on the website of the Company at [www. madrasfert.co.in](http://www.madrasfert.co.in).



THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE ANNUAL GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 22nd day, September 2023 at 9.00 A.M. (IST) and ends on 24th day, September 2023 at 5.00 P.M.(IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e.18th day, September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18th day, September, 2023.

The instructions for Members for remote E-voting are as given below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode





In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile phone. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your



MADRAS FERTILIZERS LIMITED

Type of Shareholders	Login Method
	<p>sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/ Registration/ EasiRegistration.Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>



Important note:

Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget password option available at above mentioned website.

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL.	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call toll free number 022-48867000 and 022 - 24997000.
Individual Shareholders holding Securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free number 1800 22 55 33.

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- i. Visit the e-voting website of NSDL. Open web browser by typing the following URL <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under “Shareholders” section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

- iv. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is :
A. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
B. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your user ID is 12*****
C. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001***

5. Your password details are given below:
 - a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you by NSDL. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.



- c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.
6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
- a. Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system:

A. How to cast your vote electronically on NSDL e-voting system?

- i. After successful login at Step 1, you will be able to see the all the Companies 'EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- ii. Select "EVEN" of the Company for which you wish to cast your vote during remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- iii. Now you are ready for e-voting as the Voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- v. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

B. Other information:

- i. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.



- ii. However, 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. If you forgot your password, you can reset your password by using 'Forgot User Details/Password' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com or contact NSDL or call on : 022 - 4886 7000 and 022 - 2499 7000. Individual demat account holders will follow the process mention in Access to NSDL system.

General Guidelines for Shareholders

1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to esakics@gmail.com with a copy marked to evoting@nsdl.co.in

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting 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 User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on 022 – 4886 7000 and 022 – 2499 7000 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, "A" wing, 4th Floor, Kamala Mills Compound, Senapati Bapat, Lower Parel, Mumbai 400 013 at the email ID evoting@nsdl.co.in, who will also address the grievances connected with voting by electronic means.

Process for those Shareholders whose email IDs are not registered with the depositories for procuring user ID and Password and registration of email IDs for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., name of the shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) by email to corpserv@integratedindia.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (Self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) to corpserv@integratedindia.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained in Step 1 (A) i.e. Login method for e-voting for Individual Shareholders holding securities in demat mode.
3. Alternatively shareholders / members may send a request to evoting@nsdl.co.in for procuring user ID and Password for e-voting by providing above mentioned documents.
4. In terms of SEBI Circular dated December 9, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants, Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



The instructions for Members for e-Voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for Members for Attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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

Item No.3: Appointment of Shri Kishor Rungta (DIN 00231106) as a Chairman & Managing Director (Additional Charge)

Department of Fertilizers vide its Order No.84/3/2017-HR-I dated July 17, 2023 intimated that the Additional Charge of Chairman & Managing Director is assigned to Shri Kishor Rungta (DIN 00231106), for a period of 6 months w.e.f. 16.06.2023 or till regular incumbent joins the post or until further orders whichever is the earliest, subject to his CVC clearance and approval from DoPT (ACC).

Shri Kishor Rungta (DIN 00231106), was appointed as Chairman & Managing Director (Additional Charge) of the Company pursuant to Section 161 (3) of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, by the Board of Directors at their meeting held in August 08, 2023 with effect from June 16, 2023.

The Company has received all statutory disclosures / declarations from Shri Kishor Rungta, including (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

The resolution seeks the approval of members for the appointment of Shri Kishor Rungta, as Chairman & Managing Director (Additional Charge) of the Company effective June 16, 2023 pursuant to Sections 149, 152 and other applicable provisions



MADRAS FERTILIZERS LIMITED

of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof and his office shall be six months effective 16.06.2023.

No director, key managerial personnel or their relatives except Shri Kishor Rungta, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item No. 3.

The Board recommends the resolution set forth in item No.3 for the approval of members by the way of Ordinary Resolution.

Profile of Shri Kishor Rungta:

DIN	00231106
Date of Birth	28.06.1964
Date of appointment/Change in terms of appointment	16.06.2023
Relationship with Directors/KMP	No
Shareholding in the Company	No
Remuneration proposed to be paid	Nil
Expertise in specific functional area	Finance & Legal
Number of shares held in the Company as on March 31,2023	Nil
List of the Directorships held in other Listed Companies	1
Chairman/Member of the Committee of Directors of other Companies in which he/she is a Director as on March 31,2023	2
Number of Board Meeting attended during the year 2022-2023	NA

Item No.4: Appointment of Shri Arvind Kumar (DIN 10117759) as a Director of the Company

Department of Fertilizers vide O.M.No.95/1/2019-HR PSU dated February 10, 2023 communicated the appointment of Shri Arvind Kumar (DIN 10117759), as a part time Government Nominee Director on the Board of Madras Fertilizers Limited effective February 10, 2023, until further orders.

Shri Arvind Kumar (DIN 10117759), was appointed as Government Nominee Director of the Company pursuant to Section 161 (3) of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, by the Board of Directors at their meeting held in Mach 31, 2023 with effect from February 10, 2023.

The Company has received all statutory disclosures / declarations from Shri Arvind Kumar, including (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

The resolution seeks the approval of members for the appointment of Shri Arvind Kumar as Government Nominee Director of the Company effective February 10, 2023 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall be liable to retire by rotation.

No director, key managerial personnel or their relatives except Shri Arvind Kumar, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item No. 4.



MADRAS FERTILIZERS LIMITED

The Board recommends the resolution set forth in item No. 4 for the approval of members by the way of Ordinary Resolution.

Profile of Shri Arvind Kumar

DIN	10117759
Date of Birth	09.04.1965
Date of appointment/Change in terms of appointment	10.02.2023
Relationship with Directors/KMP	No
Shareholding in the Company	No
Remuneration proposed to be paid	Nil
Expertise in specific functional area	HR, Administration. Finance & Legal
Number of shares held in the Company as on March 31,2023	Nil
List of the Directorships held in other Listed Companies	Nil
Chairman/Member of the Committee of Directors of other Companies in which he/she is a Director as on March 31,2023	-
Number of Board Meeting attended during the year 2022-2023	1

Item No.5: Appointment of Dr Jatin Kumar Mohanty (DIN 02660442) as a Director of the Company

Department of Fertilizers vide O.M.No.78/2/2006-HR-PSU (pt. III) dated June 20, 2023 communicated the appointment of Dr Jatin Kumar Mohanty (DIN 02660442), by the Appointment Committee of the Cabinet (ACC) vide its O.M.No.20/64/2022-EO(ACC) dated 31.05.2023 as Non-Official Independent Director on the Board of Madras Fertilizers Limited for a period of three (03) years effective June 20, 2023, until further orders, which ever is earlier..

Dr. Jatin Kumar Mohanty, fulfills the requirements of an independent director as laid down under Section 149(6) of the Companies Act, 2013, and Regulation 16 of the LODR Regulations.

The Company has received all statutory disclosures / declarations from Dr Jatin Kumar Mohanty, including (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"),(ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors of the Company has considered that Dr Jatin Kumar Mohanty, possesses diverse skills, leadership capabilities, expertise in governance and finance, risk management and vast business experience, as being key requirements for this role.

Considering the above, the Board opined that Dr Jatin Kumar Mohanty has fulfilled the conditions specified in the Section 149, 152 and 161 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Board of Directors at their meeting held on August 08, 2023 accorded approval for his appointment as Independent Director of the Company, not liable to retire by rotation, for three years effective from June 20, 2023 or until further orders.

The resolution seeks the approval of members for the appointment of Dr Jatin Kumar Mohanty as an independent director of the Company for a period of three years with effect from June 20, 2023 or until further orders, pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

The Board recommends the resolution set forth in item No. 5 for the approval of members by the way of special resolution.

No director, key managerial personnel or their relatives except Dr. Jatin Kumar Mohanty, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item No. 5.



MADRAS FERTILIZERS LIMITED

Profile of Dr Jatin Kumar Mohanty

DIN	02660442
Date of Birth	15.03.1970
Date of appointment/Change in terms of appointment	20.06.2023
Relationship with Directors/KMP	No
Shareholding in the Company	No
Remuneration proposed to be paid	Nil
Expertise in specific functional area	Legal
Number of shares held in the Company as on March 31,2023	Nil
List of the Directorships held in other Listed Companies	1. India Post Payments Bank 2. Transworld Manpower Pvt Ltd
Chairman/Member of the Committee of Directors of other Companies in which he/she is a Director as on March 31,2023	Nil
Number of Board Meeting attended during the year 2022-2023	NA

Item No.6: Appointment of Cost Auditor for the year 2023-24

The company is required to have its cost records audited by a Cost Accountant in practice. Accordingly, the Board at its meeting held on August 08, 2023 on the recommendation of the Audit Committee, approved the appointment and remuneration of ₹ 1,21,000/- plus tax as applicable and reimbursement of out of pocket expenses, to Mrs Aruna Prasad (M No.11816), Cost Accountant, to conduct the audit of the cost records of the Company, for the Financial Year ending March 31, 2024.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company.

Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2024 as set out in the resolution, for the services rendered / to be rendered by the Cost Auditor.

None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the notice.

Item No.7: Renewal of Working Capital Limits with Enhancement

The State Bank of India has accorded sanction for renewal of working capital limits with enhancement in FBWC and NFBWC limits to the Company. The State Bank of India has imposed 4 special conditions wherein in they have directed the Company to pass Shareholders Resolution as Special Resolution under Section 180 (1) (a) and Section 180 (1) (c) of Companies Act 2013 in compliance with the terms of sanction. Accordingly, the consent of the members is sought to borrow from time to time in one or more tranches, any sum or sums or moneys from time to time for the purpose of the business of the Company, from any one or more banks, Indian and foreign financial institutions and other persons, firms, bodies corporate etc. notwithstanding that the money or moneys borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining outstanding at any point of time may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes and that the total amount up to which the monies so borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed Rs.747.80 Crores. Consent is also sought from the members for the Creation of security, in respect of the above borrowings, in terms of the provisions of Section 180(1)(a) of the Companies Act, 2013.

None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the notice.

By Order of the Board
For MADRAS FERTILIZERS LIMITED
Sd/-

KISHOR RUNGTA
Chairman & Managing Director
(Additional Charge)
DIN : 00231106

Chennai
Sep 01, 2023