



एम.एफ.एल.
मद्रास फ़र्टिलाइज़र्स लिमिटेड
Madras Fertilizers Limited

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

पोस्ट बैग सं., 2, मगलि, चेन्नै - 600 068. भारत दूर : 2594 1001 / फ़ैक्स सं.: 044-25941010
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कार्मिक/ Per 25945210 संयंत्र / Plant 25941133 विप./ Mktg 25941285 विच/Fin 25941072
Website: www.madrasfert.co.in email: gmpasec@madrasfert.co.in
CIN: L32201TN1966GO1005469 GSTIN - 33AAACM5198E1ZK



CS/NSE/2023/1121
September 27, 2023

Listing Department
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 Sir,

Sub: Voting Results under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – 57th AGM of MFL

We wish to inform that the 57th Annual General Meeting (AGM) of the Company was held on September 25, 2023 at 11.00 a.m. thru Video Conferencing (VC). Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, all the Members of the Company were given an opportunity to exercise their right to vote on all the resolutions set out in the Notice of the AGM thru remote e-voting during the period commencing from September 22, 2023 (09.00 a.m. IST) to September 24, 2023 (05.00 p.m. IST).

Further, the Company provided e-voting facility during the AGM thru NSDL platform for those Members who had not exercised the remote e-voting. All the resolutions contained in the Notice of the AGM were approved by requisite majority through remote e-voting and e-voting during the AGM. Accordingly, all the resolutions were declared to be passed on September 25, 2023 which is the date of the Annual General Meeting.

In accordance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the consolidated voting results in the prescribed format (**Annexure-1**) along with the combined Scrutinizer's Report (**Annexure-2**) for the remote e-voting and e-voting during the AGM. The voting details are also uploaded on the Company's website.

Kindly take the above information on record and acknowledge receipt.

Thanking you,

Very truly yours,

R RAM GANESH
Company Secretary &
Compliance Officer

Encl : a/a

MADRAS FERTILIZERS LIMITED - E-VOTING RESULTS

DATE OF AGM / EGM/POSTAL BALLOT/EVOTING		AGM - SEPTEMBER 25, 2023						
TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE		49129						
No. of shareholders present in the meeting either in person or thorough proxy:		0						
Promoters and Promoter Group		0						
Public		0						
No. of shareholders attended the meeting through Video Conferencing:		49						
Promoters and Promoter Group		2						
Public		51						
Agenda-wise disclosure								
1) Adoption of Audited Balance Sheet of the Company								
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.								
Resolutions required : (Ordinary / Special)					Ordinary			
Whether promoter / Promoter group are interested in the agenda/resolution?					No			
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	$(3)=\frac{(2)}{(1)}*100$	(4)	(5)	$(6)=\frac{(4)}{(2)}*100$	$(7)=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	Evoting	137368200	41516500	30.22	41516500	0	100.00	0.00
	Venue		95851700	69.78	95851700	0	100.00	0.00
	Physical		0	0	0	0	0	0.00
	Postal Ballot (Not applicable)		0	0	0	0	0	0.00
	Sub Total (A)		137368200	100.00	137368200	0	100.00	0.00
Public - Institutions	Evoting	71902	0	0	0	0	0	0.00
	Venue		0	0	0	0	0	0.00
	Physical		0	0	0	0	0	0.00
	Postal Ballot (Not applicable)		0	0	0	0	0	0.00
	Sub Total (B)		0	0	0	0	0	0.00
Public - Non Institutions	Evoting	23661198	25579	0.11	25334	245	99.04	0.96
	Venue		13427	0.06	13427	0	100.00	0.00
	Physical		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	Sub Total (C)		39006	0.16	38761	245	99.37	0.63
Total	Evoting	161101300	41542079	25.79	41541834	245	100.00	0.00
	Venue		95865127	59.51	95865127	0	100.00	0.00
	Physical		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
			137407206	85.29	137406961	245	100.00	0.00

Agenda-wise disclosure								
2) To fix Remuneration of Statutory Auditors of the Company								
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”.								
Resolutions required : (Ordinary / Special)					Ordinary			
Whether promoter / Promoter group are interested in the agenda/resolution?					No			
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	$(3)=\frac{(2)}{(1)}*100$	(4)	(5)	$(6)=\frac{(4)}{(2)}*100$	$(7)=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	Evoting	137368200	41516500	30.22	41516500	0	100.00	0.00
	Venue		95851700	69.78	95851700	0	0.00	0.00
	Physical		0	0	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0	0	0	0.00	0.00
	Sub Total (A)		137368200	100.00	137368200	0	100.00	0.00
Public - Institutions	Evoting	71902	0	0.00	0	0	0.00	0.00
	Venue		0	0	0	0	0.00	0.00
	Physical		0	0	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0	0	0	0.00	0.00
	Sub Total (B)		0	0	0	0	0.00	0.00
Public - Non Institutions	Evoting	23661198	25579	0.11	25334	245	99.04	0.96
	Venue		13427	0.06	13427	0	100.00	0.00
	Physical		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	Sub Total (C)		39006	0.16	38761	245	99.37	0.63
Total	Evoting	161101300	41542079	25.79	41541834	245	100.00	0.00
	Venue		95865127	0.06	95865127	0	100.00	0.00
	Physical		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
			137407206	85.29	137406961	245	100.00	0.00

Agenda-wise disclosure

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 Sections 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)"

Resolutions required : (Ordinary / Special)				Ordinary				
Whether promoter / Promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No.of shares held	No.of votes polled	% of votes Polled on outstanding shares	No.of votes - in favour	No.of votes - against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	$(3)=\frac{(2)}{(1)}*100$	(4)	(5)	$(6)=\frac{(4)}{(2)}*100$	$(7)=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	Evoting	137368200	41516500	30.22	41516500	0	100.00	0.00
	Venue		95851700	69.78	95851700	0	100.00	0.00
	Physical		0	0	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0	0	0	0.00	0.00
	Sub Total (A)		137368200	100.00	137368200	0	100.00	0.00
Public - Institutions	Evoting	71902	0	0.00	0	0	0.00	0.00
	Venue		0	0	0	0	0.00	0.00
	Physical		0	0	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0	0	0	0.00	0.00
	Sub Total (B)		0	0	0	0	0.00	0.00
Public - Non Institutions	Evoting	23661198	25579	0.11	25294	285	98.89	1.11
	Venue		13427	0.06	13427	0	100.00	0.00
	Physical		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	Sub Total (C)		39006	0.16	38721	285	99.27	0.73
Total	Evoting	161101300	41542079	25.79	41541794	285	100.00	0.00
	Venue		95865127	0.06	95865127	0	100.00	0.00
	Physical		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
			137407206	85.29	137406921	285	100.00	0.00

Agenda-wise disclosure								
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 Sections 161 (1) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder 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”.								
Resolutions required : (Ordinary / Special)					Ordinary			
Whether promoter / Promoter group are interested in the agenda/resolution?					No			
Category	Mode of voting	No.of shares held	No.of votes polled	% of votes Polled on outstanding shares	No.of votes - in favour	No.of votes - against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	$(3)=\frac{(2)}{(1)}*100$	(4)	(5)	$(6)=\frac{(4)}{(2)}*100$	$(7)=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	Evoting	137368200	41516500	30.22	41516500	0	100.00	0.00
	Venue		95851700	69.78	95851700	0	100.00	0.00
	Physical		0	0	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0	0	0	0.00	0.00
	Sub Total (A)		137368200	100.00	137368200	0	100.00	0.00
Public - Institutions	Evoting	71902	0	0.00	0	0	0.00	0.00
	Venue		0	0	0	0	0.00	0.00
	Physical		0	0	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0	0	0	0.00	0.00
	Sub Total (B)		0	0	0	0	0.00	0.00
Public - Non Institutions	Evoting	23661198	25579	0.11	25320	259	98.99	1.01
	Venue		13427	0.06	13427	0	100.00	0.00
	Physical		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	Sub Total (C)		39006	0.16	38747	259	99.34	0.66
Total	Evoting	161101300	41542079	25.79	41541820	259	100.00	0.00
	Venue		95865127	0.06	95865127	0	100.00	0.00
	Physical		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
			137407206	85.29	137406947	259	100.00	0.00

Agenda-wise disclosure								
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:								
<p>“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”.</p>								
Resolutions required : (Ordinary / Special)					Special			
Whether promoter / Promoter group are interested in the agenda/resolution?					No			
Category	Mode of voting	No.of shares held	No.of votes polled	% of votes Polled on outstanding shares	No.of votes - in favour	No.of votes - against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	$(3)=\frac{(2)}{(1)}*100$	(4)	(5)	$(6)=\frac{(4)}{(2)}*100$	$(7)=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	Evoting	137368200	41516500	30.22	41516500	0	100.00	0.00
	Venue		95851700	69.78	95851700	0	100.00	0.00
	Physical		0	0	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0	0	0	0.00	0.00
	Sub Total (A)		137368200	100.00	137368200	0	100.00	0.00
Public - Institutions	Evoting	71902	0	0.00	0	0	0.00	0.00
	Venue		0	0	0	0	0.00	0.00
	Physical		0	0	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0	0	0	0.00	0.00
	Sub Total (B)		0	0	0	0	0.00	0.00
Public - Non Institutions	Evoting	23661198	25578	0.11	25335	243	99.05	0.95
	Venue		13427	0.06	13227	200	98.51	1.49
	Physical		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	Sub Total (C)		39005	0.16	38562	443	98.86	1.14
Total	Evoting	161101300	41542078	25.79	41541835	243	100.00	0.00
	Venue		95865127	0.06	95864927	200	100.00	0.00
	Physical		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
			137407205	85.29	137406762	443	100.00	0.00

Agenda-wise disclosure								
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, (M No.11816), Practicing Cost Accountant, 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.”								
Resolutions required : (Ordinary / Special)					Ordinary			
Whether promoter / Promoter group are interested in the agenda/resolution?					No			
Category	Mode of voting	No.of shares held	No.of votes polled	% of votes Polled on outstanding shares	No.of votes - in favour	No.of votes - against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	$(3)=\frac{(2)}{(1)}*100$	(4)	(5)	$(6)=\frac{(4)}{(2)}*100$	$(7)=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	Evoting	137368200	41516500	30.22	41516500	0	100.00	0.00
	Venue		95851700	69.78	95851700	0	0.00	0.00
	Physical		0	0	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0	0	0	0.00	0.00
	Sub Total (A)		137368200	100.00	137368200	0	100.00	0.00
Public - Institutions	Evoting	71902	0	0.00	0	0	0.00	0.00
	Venue		0	0	0	0	0.00	0.00
	Physical		0	0	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0	0	0	0.00	0.00
	Sub Total (B)		0	0	0	0	0.00	0.00
Public - Non Institutions	Evoting	23661198	25579	0.11	25235	344	98.66	1.34
	Venue		13427	0.06	13427	0	100.00	0.00
	Physical		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	Sub Total (C)		39006	0.16	38662	344	99.12	0.88
Total	Evoting	161101300	41542079	25.79	41541735	344	100.00	0.00
	Venue		95865127	0.06	95865127	0	100.00	0.00
	Physical		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
			137407206	85.29	137406862	344	100.00	0.00

Agenda-wise disclosure								
7. Renewal of Working Capital Limits with Enhancement								
<p>“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).”</p> <p>“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 of the Company, if required, as it may in its absolute discretion deem it necessary or desirable.”</p>								
Resolutions required : (Ordinary / Special)					Special			
Whether promoter / Promoter group are interested in the agenda/resolution?					No			
Category	Mode of voting	No.of shares held	No.of votes polled	% of votes Polled on outstanding shares	No.of votes - in favour	No.of votes - against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	$(3)=\frac{(2)}{(1)}*100$	(4)	(5)	$(6)=\frac{(4)}{(2)}*100$	$(7)=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	Evoting	137368200	41516500	30.22	41516500	0	100.00	0.00
	Venue		95851700	69.78	95851700	0	100.00	0.00
	Physical		0	0	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0	0	0	0.00	0.00
	Sub Total (A)		137368200	100.00	137368200	0	100.00	0.00
Public - Institutions	Evoting	71902	0	0.00	0	0	0.00	0.00
	Venue		0	0	0	0	0.00	0.00
	Physical		0	0	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0	0	0	0.00	0.00
	Sub Total (B)		0	0	0	0	0.00	0.00
Public - Non Institutions	Evoting	23661198	25579	0.11	25335	244	99.05	0.95
	Venue		13427	0.06	13427	0	100.00	0.00
	Physical		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
	Sub Total (C)		39006	0.16	38762	244	99.37	0.63
Total	Evoting	161101300	41542079	25.79	41541835	244	100.00	0.00
	Venue		95865127	0.06	95865127	0	100.00	0.00
	Physical		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
			137407206	85.29	137406962	244	100.00	0.00

SCRUTINIZER'S REPORT

Name of the Company	MADRAS FERTILIZERS LIMITED
Meeting	57th Annual General Meeting
Day, Date & Time	Monday, 25/09/2023, 11.00 A.M
Deemed Venue	Registered office
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members during the 57th Annual General Meeting ("AGM") of "MADRAS FERTILIZERS LIMITED" having CIN: L32201TN1966GOI005469 (hereinafter referred to as "the Company") scheduled on Monday, the 25th September, 2023 at 11:00.A.M. held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the AGM

2.1 Pursuant to General Circulars No. 11/2022 dt 28/12/2022, 2/2022 dt 05/05/2022, 21/2021 dt 14/12/2021, 19/2021 dt 08/12/2021, 02/2021 dt 13/01/2021, 20/2020 dt 05/05/2020, 17/2020 dt 13/04/2020 & 14/2020 dt 08/04/2020 & other circulars issued by the Ministry of Corporate Affairs, an advertisement was published in Financial Express (English) and Malai Malar (Tamil), Chennai, having electronic editions on 02.09.2023, respectively specifying the date & time of the AGM, the Annual Report copy was made available to the public also at the Company website at www.madrasfert.co.in, and at the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com, and on the website of NSDL <https://www.evoting.nsdl.com>. respectively specifying the date & time of the AGM,

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KISHOR RUNGTA
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availability of the notice on Company's website and website of Stock Exchanges, manner of registration of email ids by the members (Demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.

2.2 The Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to National Stock Exchange on 01/09/2023.

2.3 The Company informed that on the basis of the Register of Members made available by "Integrated Registry Management Services Private Limited" the Registrar and Share Transfer Agents ("RTA") of the Company and the depositories viz., National Securities Depository Limited ("NSDL"), the Company completed dispatch of Notice of AGM:

a) On 01/09/2023 by E-mail to 37944 Members who had already registered their E-mail IDs with the Company / Depositories;

3. Cut-off date

Voting rights were reckoned as on Monday, 18th September 2023, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM.

4. Remote e-voting process

4.1 Agency

The Company appointed NSDL as the agency for providing the platform for remote e-voting platform and e-voting at the AGM.

4.2 Remote e-voting period

Remote e-voting platform was open from 9:00 A.M. (IST) on Friday, September 22nd 2023 till 5:00 P.M. (IST) on Sunday, September 24th, 2023 and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by NSDL

5. Voting at the AGM

5.1 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Rules, 2014 for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, NSDL, the remote e-voting agency provided us with the names, DP ID & Client ID / folios and shareholding of the members who had cast their votes through remote e-voting.

6. Counting Process

6.1 On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members at the AGM, on the NSDL e-voting platform and downloaded the results.

7. Results

7.1 We observe that:

- a) 24 Members had cast their votes through e-voting at the AGM;
- b) 111 Members had cast their votes through remote e-voting

7.2 Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 01st September, 2023 is enclosed herewith.

7.3 Based on the aforesaid results, we report that 05 Ordinary Resolutions and 02 Special Resolutions as set out in Item Nos. 1 to 7 being set out in the Notice of the AGM dated 01st September, 2023 have been passed with the requisite majority.

CONSOLIDATED RESULTS

Item No. 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.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	No	Votes	No	Votes	No	Votes	
Assent	102	41541834	24	95865127	126	137406961	99.99
Dissent	9	245	-	0	9	245	0.01
Total	111	41542079	24	95865127	135	137407206	100

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the AGM dated 01st September, 2023 has been passed with requisite majority.

CONSOLIDATED RESULTS :

Item No. 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.

New No. 47, Old No. 52/A, VOC Nagar, Nehru Street, Anna Nagar East, Chennai - 600 102.


KISHOR RUNGTA
Chairman and Managing Director
Madras Fertilizers Limited
Manali, Chennai - 600 068.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	No	Votes	Number	Votes	No	Votes	
Assent	102	41541834	24	95865127	126	137406961	99.99
Dissent	9	245	-	0	9	245	0.01
Total	111	41542079	24	95865127	135	137407206	100

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the AGM dated 01st September, 2023 has been passed with requisite majority.

Item No. 3: To elect Shri Kishor Rungta (DIN 00231106) as Chairman & Managing Director (Additional Charge) of the Company.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	No	Votes	No	Votes	No	Votes	
Assent	101	41541794	24	95865127	125	137406921	99.99
Dissent	10	285	0	0	10	285	0.01
Total	111	41542079	24	95865127	135	137407206	100

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 3 of the Notice of the AGM dated 01st September, 2023 has been passed with requisite majority.

Item No. 4: To elect Shri Arvind Kumar (DIN 10117759) as a Director on the Board of Directors of the Company :

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	No	Votes	No	Votes	No	Votes	
Assent	102	41541820	24	95865127	135	137406947	99.99
Dissent	9	259	0	0	0	259	0.01
Total	111	41542079	24	95865127	135	137407206	100

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KISHOR RUNGTA
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Based on the aforesaid result, we report that the ordinary Resolution as set out in Item No. 4 of the Notice of the AGM dated 01st September, 2023 has been passed with requisite majority.

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

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	No	Votes	No	Votes	No	Votes	
Assent	103	41541835	23	95864927	126	137406762	99.99
Dissent	7	243	1	200	8	443	0.01
Total	110	41542078	24	95865127	134	137407205	100

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 5 of the Notice of the AGM dated 01st September, 2023 has been passed with requisite majority.

Item No. 6: Appointment of Cost Auditor

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	No	Votes	No	Votes	No	Votes	
Assent	102	41541735	24	95865127	126	137406862	99.99
Dissent	9	344	0	0	9	344	0.01
Total	111	41542079	24	95865127	135	137407206	100

Based on the aforesaid result, we report that the ordinary Resolution as set out in Item No. 6 of the Notice of the AGM dated 01st September, 2023 has been passed with requisite majority.

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

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	No	Votes	No	Votes	No	Votes	
Assent	103	41541835	24	95865127	127	137406962	99.99
Dissent	8	244	0	0	8	244	0.01
Total	111	41542079	24	95865127	135	137407206	100

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 7 of the Notice of the AGM dated 01st September, 2023 has been passed with requisite majority.

Yours Faithfully
For V. Esaki & Associates
Company Secretaries

VENUGOPAL ESAKI
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Digitally signed by
VENUGOPAL ESAKI
Date: 2023.09.26
13:57:34 +05'30'

(V. Esaki)
Proprietor / Membership No: 30353
Place: Chennai
Date : 26/09/2023
UDIN: A030353E001081414


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