



मद्रास फ़र्टिलाइज़र्स लिमिटेड **Madras Fertilizers Limited**

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

पोस्ट बैग सं. 2, मणलि, चेन्नै - 600 068. भारत. दूर : 25941001 / 25941201 (10 लाइनें)
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September 30, 2015

Mr K Hari
Asst Vice President
National Stock Exchange of India Ltd
Plot No.C/I "G" Block
Bandara Kurla Complex
Bandra (E)
Mumbai - 400 051

Fax No: 022 - 26598237 / 38

Dear Sir,

Sub: **Voting results on Ordinary/Special Resolutions in the AGM in
pursuant to CL35A of Listing Agreement**

Date of the AGM/EGM : 28.09.2015
Total number of shareholders on record date : 22246

No. of shareholders present in the meeting
either in person or through proxy:

a) Promoters and Promoter Group : 2
b) Public : 1845

No. of Shareholders attended the meeting
through Video Conferencing

a) Promoters and Promoter Group : Nil
b) Public : Nil

Details of the Agenda:

The Mode of voting for all the resolutions was:

1. Remote e-voting conducted between September 25, 2015 and September 27, 2015 and
2. Voting by Physical Ballot Paper conducted at the meeting

Given below is the resolution-wise combined result of remote e-voting and voting by physical ballot paper conducted at the meeting:

Item Resolution No.	Details of the Agenda	Resolution Required (Ordinary / Special)	Mode of Voting	Remarks
1	Adoption of Audited Financial Statements of the Company for the year ended March 31, 2015 and the report of the Board of Directors and Auditors thereon	Ordinary Resolution	Remote e-voting and voting by Physical Ballot Paper	The resolution was passed with requisite majority
2	Approval of remuneration to M/s B Thiagarajan & Co, (Firm Regn No.004371S), Statutory Auditors of the Company	Ordinary Resolution	Remote e-voting and voting by Physical Ballot Paper	The resolution was passed with requisite majority
3	Appointment of Shri Heera Lal Samariya, IAS (DIN 00054859) as Director of the Company	Ordinary Resolution	Remote e-voting and voting by Physical Ballot Paper	The resolution was passed with requisite majority
4	Ratification of remuneration to Shri P R Tantri, Cost and Management Accountants, Cost Auditors of the Company	Ordinary Resolution	Remote e-voting and voting by Physical Ballot Paper	The resolution was passed with requisite majority

The break-up details of resolution-wise voting details, along with Scrutinizer's Report is given in Attachments I & II.

Very truly yours,


30/9/2015
V Muralidharan
Company Secretary

cc: M/s National Securities Depository Limited, Mumbai – 400 013
email : info@nsdl.co.in

M/s Central Depository Services (India) Ltd., Mumbai – 400 001
Fax No.022 – 2272 2072 / 3199

Attachment - I

Given below is the break-up of Voting details, resolution-wise:

1. Adoption of Accounts

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstan ding shares (3)=[(2)/ (1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]* 100
Promoter & Promoter Group	137368200	137368200	100	137368200	-	100	0
Public – Institutional holders	-	-	-	-	-	-	-
Public- Others	23733100	41187	0.17	41187	-	100	0
Total	161101300	137409387	-	137409387	-	100	0

2. Appointment of Statutory Auditors and fixing their Remuneration

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstan ding shares (3)=[(2)/ (1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]* 100
Promoter & Promoter Group	137368200	137368200	100	137368200	-	100	0
Public – Institutional holders	-	-	-	-	-	-	-
Public- Others	23733100	41187	0.17	41187	-	100	0
Total	161101300	137409387	-	137409387	-	100	0

V. M.
30/9/15

3. Appointment of Shri Heera Lal Samariya (DIN 00054859), as Director

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstan ding shares (3)=[(2)/ (1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]* 100
Promoter & Promoter Group	137368200	137368200	100	137368200	-	100	0
Public – Institutional holders	-	-	-	-	-	-	-
Public- Others	23733100	41187	0.17	40187	1000	97.57	2.42
Total	161101300	137409387	-	137408387	1000	99.99	0.01

4. Remuneration of the Cost Auditors

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstan ding shares (3)=[(2)/ (1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]* 100
Promoter & Promoter Group	137368200	137368200	100	137368200	-	100	0
Public – Institutional holders	-	-	-	-	-	-	-
Public- Others	23733100	41187	0.17	40187	1000	97.57	2.42
Total	161101300	137409387	-	137408387	1000	99.99	0.01

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30/9/15

B. Sankaranarayanan, M.Com., M.B.A., FCS., LLB.
PRACTICING COMPANY SECRETARY

No. 31/8, Welcome Colony,
Thirumangalam, Anna Nagar West,
Chennai - 600 101.
Phone : 26155373, Mobile : 9940259991
E-mail : bsnksh@yahoo.co.in

Report of Scrutinizer

[Pursuant to section 108 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 as amended].

To
The Chairman & Managing Director
Madras Fertilizers Limited
Manali, Chennai - 600 068.

Dear Sir,

Sub: Madras Fertilizers Limited -49th Annual General Meeting -Report of Scrutinizer for e-voting of the Company vide notice dated 29/05/2015 - reg

I B. Sankaranarayanan, a Practicing Company Secretary, having office at 31/8, Welcome Colony, Thirumangalam, Anna Nagar West, Chennai 600 101 appointed as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner on the resolutions contained in the Notice to the 49th Annual General Meeting of the Company held on 28th September 2015 @ 02.30 PM

Notice was given pursuant to Section 108 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 that the Company was seeking consent of members by means of Postal Ballot/e-voting.

The Management of the company is responsible to ensure the compliance with the requirements of the Companies Act 2013 and Rules relating to voting through electronic means(i.e by remote e-voting and voting by poll at the Annual General Meeting for the Resolutions contained in the notice to the 49th AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the voting process of voting through electronic means(i.e. by remote voting and poll at the AGM) is restricted to make a Scrutinizer's report of the votes cast in favour or against the resolutions, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means (i.e by remote e-voting) and the Physical Ballot voting data complied, generated and provided by Integrated Enterprises India Limited(the Registrar and Transfer Agent).



I submit herewith my scrutinizer's report on the results of voting (i.e by remote e-voting and poll at the AGM) as follows:

1. consideration and adoption of the Audited Balance Sheet of the Company as at March 31, 2015 and the statement of the Profit & Loss for the year ended on that date together with the Reports of Directors' and the Auditors thereon.

Nature of the Resolution: Ordinary Resolution:
Voting Requirement: Simple Majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	14	13842
Total number of Ballot Papers Received (Physical Voting)	26	137395545
Invalid Votes:		
E-voting	Nil	Nil
Physical Voting	Nil	Nil
Out of the above:		
Number of valid votes cast in favour of the Resolution (E-Voting)	14	13842
Number of valid votes cast in favour of the Resolution (Physical Voting)	26	137395545
Number of valid votes cast in against the Resolution (Both under E-Voting & Physical Voting)	Nil	Nil
Percentage to the total valid votes received in favour of the resolution (Both under E-Voting & Physical Voting)	100	100

RESULT: The Resolution was passed with requisite majority



2. **Appointment of Statutory Auditors M/s. B Thiagarajan & Co for the Financial Year 2015-16 and to fix their remuneration**

Nature of the Resolution: Ordinary Resolution:
Voting Requirement: Simple Majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	14	13842
Total number of Ballot Papers Received (Physical Voting)	26	137395545
Invalid Votes:		
E-voting	Nil	Nil
Physical Voting	Nil	Nil
Out of the above:		
Number of valid votes cast in favour of the Resolution (E-Voting)	14	13842
Number of valid votes cast in favour of the Resolution (Physical Voting)	26	137395545
Number of valid votes cast in against the Resolution (Both under E-Voting & Physical Voting)	Nil	nil
Percentage to the total valid votes received in favour of the resolution (Both under E-Voting & Physical Voting)	100	100

RESULT: The Resolution was passed with requisite majority



3. **Appointment of Shri Heera Lal Samariya , IAS as a Director**

Nature of the Resolution: Ordinary Resolution:
Voting Requirement: Simple Majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	14	13842
Total number of Ballot Papers Received (Physical Voting)	26	137395545
Invalid Votes:		
E-voting	Nil	Nil
Physical Voting	Nil	Nil
Out of the above:		
Number of valid votes cast in favour of the Resolution (E-Voting)	13	12842
Number of valid votes cast in favour of the Resolution (Physical Voting)	26	137395545
Number of valid votes cast in against the Resolution (Both under E-Voting & Physical Voting)	1	1000
Percentage to the total valid votes received in favour of the resolution (Both under E-Voting & Physical Voting)	99.99	99.99

RESULT: The Resolution was passed with requisite majority



4. Ratification of Remuneration payable to Cost Auditor Shri P.R.Tantri, Cost and Management Accountants, for the Financial Year 2015-16

Nature of the Resolution: Ordinary Resolution:
Voting Requirement: Simple Majority

Particulars	Number of Members	Representative Number of Shares
Total number of E-Voting options received (E-Voting)	14	13842
Total number of Ballot Papers Received (Physical Voting)	26	137395545
Invalid Votes:		
E-voting	Nil	Nil
Physical Voting	Nil	Nil
Out of the above:		
Number of valid votes cast in favour of the Resolution (E-Voting)	13	12842
Number of valid votes cast in favour of the Resolution (Physical Voting)	26	137395545
Number of valid votes cast in against the Resolution (Both under E-Voting & Physical Voting)	1	1000
Percentage to the total valid votes received in favour of the resolution (Both under E-Voting & Physical Voting)	99.99	99.99

RESULT: The Resolution was passed with requisite majority



- 5 -

- In determining the validity or otherwise of the physical postal ballot received the following criteria was adopted.
 - Where the shareholders has left the ballot paper blank or not indicated his vote or incorrectly filled the ballot has been treated as invalid.
 - Where the signatures do not tally or ballot paper bears no signature, the ballot has been treated as invalid.
 - Where the shareholder has voted through physical ballot paper and through e-voting, the physical ballot has been treated as invalid.

Therefore, I recommend that you may declare the results as above.

Thanking you.

Yours faithfully,

B. Sankaranarayanan
B. Sankaranarayanan, M.COM, MBA, FCS, LLB
 Practicing Company Secretary
 31/8, Welcome Colony, Thirumangaludi,
 Anna Nagar West, Chennai - 600 101.
 M. No. 7683 / C.P. No. 8891

Place: Chennai
 Date: 30/09/2015

Counter signed

V. Ravi
 30/9/2015

COMPANY SECRETARY
MADRAS FERTILIZERS LTD.,
 MANALI, CHENNAI - 600 068.