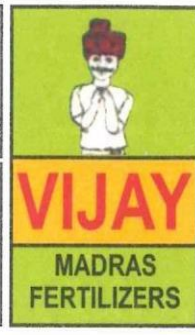




मद्रास फ़र्टिलाइज़र्स लिमिटेड Madras Fertilizers Limited

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

पोस्ट बैग सं., 2, मणलि, चेन्नै - 600 068. भारत दूर : 2594 1001 / फ़ैक्स सं.: 044-25941010
Post Bag No. 2, Manali, Chennai - 600 068. INDIA. Tel : 2594 1001 / Fax No. 044 25941010
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/2025/1308
September 01, 2025

Listing Department
National Stock Exchange of India Ltd
Plot No.C/I "G" Block
BandraKurla Complex
Bandra (E), Mumbai – 400 051.

SCRIP CODE: MADRASFERT

Dear Sir,

Sub: 59th Annual General Meeting of Madras Fertilizers Limited

We wish to inform you that the 59th Annual General Meeting (AGM) of Madras Fertilizers Limited will be held on Wednesday, September 24, 2025 at 11.00 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

In pursuance of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we enclose herewith the Notice convening 59th Annual General Meeting along with 59th Annual Report of the Company for the year ended March 31, 2025.

Thanking you,

Very truly yours,

J Srinivasa Saravanan
Company Secretary & Compliance Officer



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 59th Annual General Meeting (AGM) of Madras Fertilizers Limited will be held on Wednesday, September 24, 2025, 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, 2025, the Statement of Profit & Loss (including other comprehensive income), the Statement of Cash Flow, the 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 the comments of the Comptroller and Auditor General of India (CAG) and our replies thereon.
2. To authorize the Board of Directors of the Company to fix the remuneration of Statutory Auditors of the Company for the Financial Year 2025-26 in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013 and to consider and, 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 authorized to decide and fix the remuneration of the Statutory Auditors of the Company as appointed by the Comptroller & Auditor General of India for the Financial Year 2025-26.”

SPECIAL BUSINESS

3. **To elect Shri Amar Kushawha (DIN:11211580) as a Director on the Board of Directors of the Company.**

As per Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India notification

No.95/1/2019-HR-PSU (Part 2) (e-31042) dated 17th July 2025, Shri Amar Kushawha (DIN:11211580) was appointed as an Additional Director under the category of Nominee Director nominated by the Government of India in the Board of Directors of the Company w.e.f. 24.07.2025. 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 152,161(1) and any other applicable provisions, if any, 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) read with Articles of Association of the Company, Shri Amar Kushawha (DIN:11211580), who was appointed as an Additional Director under the category of Nominee Director nominated by the Government of India in the Board of Directors of the Company w.e.f. 24.07.2025 as per Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India notification No.95/1/2019-HR-PSU (Part 2) (e-31042) dated 17th July 2025 for a period of three years, or co-terminus basis to his posting in the Department of Fertilizers, or until further orders, whichever is earliest, be and is hereby elected as a Director of the Company.”

4. **Appointment of Sanjay Vishnu Shetye, (DIN:01089380) as Non- Executive Independent 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 Section 149, 150, 152 read with schedule IV of Companies (Appointment and Qualification of Directors) Rules, 2014, and 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, Shri. Sanjay Vishnu Shetye, (DIN: 01089380), who was appointed as an Additional Director being designated as Non-official Independent Director in the Board of Madras Fertilizers Limited pursuant to Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India notification No.95/01/2025-HR-PSU (e-38759) dt 17.04.2025 with effect from the date of notification i.e. April 17, 2025 of appointment for a period of one year or until further orders, whichever is earlier, be and is hereby appointed as a Director of the Company effective April 17, 2025 and not liable to retire by rotation”.

5. Appointment of CA. Alok Kumar Agrawal, (DIN:09395495) as Non- Executive Independent 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 Section 149, 150, 152 read with schedule IV of Companies (Appointment and Qualification of Directors) Rules, 2014, and 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, CA Alok Kumar Agrawal, (DIN: 09395495), who was appointed as an Additional Director being designated as Non-official Independent Director in the Board of Madras Fertilizers Limited pursuant to Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India notification No.95/01/2025-HR-PSU (e-38759) dt 17.04.2025 with effect from the date of notification i.e. April 17, 2025 of appointment for a period of one year or until further orders, whichever is earlier be and is hereby appointed as a Director of the Company effective April 17, 2025 and not liable to retire by rotation”.

6. Ratification of remuneration to Cost Auditor for the financial year 2025-26.

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 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Companies (Audit and Auditor) Rules 2014, Mrs. Aruna Prasad & Co., (Firm No.100883) Cost Accountant, appointed by the Board at its meeting held on May 28, 2025 as Cost Auditor to conduct the cost audit of the Company for fertilizers for the financial year 2025-26 as per the directions issued by the Central Government at a fee of ₹1,33,000/- plus taxes besides reimbursement out of pocket expenses at actuals be and is hereby ratified.”

7. Appointment of Secretarial Auditor for a term of five consecutive years from 2025-26 to 2029-30.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of M/s SVJS & Associates, Company Secretaries (Firm Registration No:P2008KV017902), as Secretarial Auditors of the Company for a term of five consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws.



“RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof) and/or Company Secretary, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.

By Order of the Board

Sd/-

Manoj Kumar Jain

Place: Chennai

Date : August 12, 2025

Chairman & Managing Director

DIN: 10690782

Note:

1. Pursuant to General Circular No.14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No.19/2021dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No.02/2022 dated May 05, 2022, Circular No.10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (collectively “General Circulars”) and Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/ HO/ CFD/CFDPoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (SEBI Circulars), have permitted companies to conduct General Meetings through Video Conference (VC) or Other Audio- Visual Means (OAVM) up to September 30, 2025, subject to compliance of various conditions mentioned therein, the 59th Annual General Meeting (‘AGM’) of the Company is being conducted through VC/OAVM Facility, without the physical presence of Members at a common venue. The deemed venue 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) the Secretarial Standard on General Meeting issued by the ICSI 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, relating to special business to be transacted at the meeting is annexed hereto.
4. Brief profile and other additional information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of the directors 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. and 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 above mentioned 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, 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 17, 2025 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 on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held through VC, the facility for the appointment of proxies by the members will not be available. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
7. Pursuant to the above mentioned Circulars, the Company will send the Annual Report for the financial year 2024-25 and AGM notice in electronic form only. The Notice of AGM and Annual Report for the financial year 2024-25 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.nsdl.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 22nd day, August, 2025 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 21st day, September, 2025 at 9.00 A.M. (IST) and ends on 23rd day, September, 2025 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., 17th day, September, 2025, 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 cut-off 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. 15 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. who are allowed to attend the AGM without restriction on account of first come first served basis.



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 14th September 2025. 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 M/s. Chitra Lalitha & Associates, Chennai, Practicing Company Secretaries (Membership No.4464) 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 has communicated their willingness to be appointed for the said purpose.
14. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the 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) and the website of NSDL (www.evoting.nsd.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: Einward@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. Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], are requested to complete their KYC by writing to the Company's RTA, M/s. Integrated Registry Management Services Pvt. Ltd., (IRMSPL) through email to Einward@integratedindia.in. Also the forms for updating the same are available at www.madrasfert.co.in.

Further, in respect of shares held in electronic/demat form, the members may please contact their respective Depository Participant.

SEBI vide its Circular SEBI/ HO/ MIRSD/ POD-1/ P/ CIR/2023/181 dated November 17, 2023 has done away with the requirement of freezing of folios and referring frozen folios to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

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.

22. Pursuant to SEBI Circular vide SEBI/ HO/ MIRSD/ MIRSD-PoD/ P/ CIR/ 2025/ 97 dated July 2, 2025, a special window has been opened for a period of six months from July 7, 2025 till January 6, 2026, exclusively for re-lodgement of transfer deeds, which were lodged by the shareholders prior to the deadline of April 01, 2019 and rejected/ returned/ not attended to due to deficiency in the documents/ process/ or otherwise.

During this period, all securities re-lodged for transfer (including requests currently pending with the listed company or its Registrar and Transfer Agent (RTA) as on date) shall be processed only in dematerialized (Demat) mode. The due process, as prescribed under applicable regulations, to be followed for all such transfer-cum-demat requests.

Shareholders are requested to make use of this opportunity and reach out to RTA/ Company for any support that they may require. Kindly visit our website. Or <https://re-lodgement-of-transfer-request-of-physical-shares-02.06.2025-circular-1.pdf>

23. The Register of Members and the Share Transfer Books of the company will remain closed from 18.09.2025 to 24.09.2025 (both days inclusive) on account of the 59th AGM

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

The remote e-voting period begins on 21st day, September 2025 at 9.00 A.M. (IST) and ends on 23rd day, September 2025 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. 17th day, September, 2025, 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 17th day, September, 2025.

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:



MADRAS FERTILIZERS LIMITED

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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>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 & voting during the meeting.</p> <p>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.jsp</p> <p>Visit 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. 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 sixteen digit demat account number hold 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>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="885 1605 1178 1771" style="text-align: center;"><p>NSDL Mobile App is available on</p><p> App Store  Google Play</p><div style="display: flex; justify-content: space-around;"></div></div>



MADRAS FERTILIZERS LIMITED

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL 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/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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>

IMPORTANT NOTE: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.



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 e-Voting and joining virtual meeting 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.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.

4. 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 folio number is 001*** and EVEN is 101456 then user ID is 101456001***



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5. Password details for shareholders other than Individual shareholders 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. 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 from your mailbox. 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.nsd.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick 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 General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
- a. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 - b. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 - c. Now you are ready for e-Voting as the Voting page opens.
 - d. 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.
 - e. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - f. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - g. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders**
- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send 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 e-mail to lalitha.companysecretary@



gmail.com with a copy marked to evoting@nsdl.com. 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.

- ii. 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 www.evoting.nsdl.com to reset the password.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms Pallavi Mhatre, Senior Manager, National Security Depository Ltd Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat, Lower Pare, Mumbai or to be emailed at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail 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 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 einward@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 einward@integratedindia.in

3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
4. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
5. 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



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system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member 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.

- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.

Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (einward@integratedindia.in). The same will be replied by the company suitably.

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

Item No.3: Appointment of Shri Amar Kushawha (DIN: 1121180) as a Director of the Company.

Department of Fertilizers vide Notification No.95/1/2019-HR-PSU (Part 2) (e-31042) dated 17th July 2025 communicated the appointment of Shri Amar Kushawha (DIN: 11211580), as a Government Nominee Director on the Board of Madras Fertilizers Limited for a period of 3 years with immediate effect or co-terminus basis to his posting in the Department of Fertilizers, or until further orders, whichever is earlier.

Shri Amar Kushawha (DIN:11211580), 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 vide Circular Resolution dated 28.07.2025, Accordingly, approved effective from 24.07.2025.

The Company has received all statutory disclosures / declarations from Shri Amar Kushawha, 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 Amar Kushawha as a Government Nominee Director of the Company effective July 24, 2025 for a period of 3 years. 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 Amar Kushawha, 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 special resolution.

Profile of Shri Amar Kushawha

DIN	11211580
Date of Birth	15.08.1985
Date of appointment/Change in terms of appointment	24.07.2025
Relationship with Directors/KMP	No
Shareholding in the Company	No
Remuneration proposed to be paid	NIL
Expertise in specific functional area	Law & Order Management, Planning & Developments, Agriculture, Rural & Urban Development, Industrial Palnning etc.



Number of shares held in the Company as on March 31,2025	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 31,2025	NIL
Number of Board Meeting attended during the year 2024-2025	NA

Item No.4: Appointment of Shri Sanjay Vishnu Shetye (DIN: 01089380) as Non- Executive Independent Director of the Company.

Department of Fertilizers vide letter No.95/01/2025/HR-PSU (e-38759) dated April 17, 2025 communicated the appointment of Shri Sanjay Vishnu Shetye as Non-Official Independent Director on the Board of Madras Fertilizers Limited effective April 17, 2025 for a period one year, with effect from the date of notification of appointment or until further orders whichever is earlier

Shri Sanjay Vishnu Shetye 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 Shri Sanjay Vishnu Shetye, 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 Shri Sanjay Vishnu Shetye 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 Shri Sanjay Vishnu Shetye has fulfilled the conditions specified in the Section 149, 150, 152 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 vide Circular Resolution dated 24.04.2025 accorded approval for his appointment as Independent Director of the Company, effective from April 17, 2025 or until further orders.

The resolution seeks the approval of members for the appointment of Shri Sanjay Vishnu Shetye as an independent director of the Company for a for a period one year, with effect from 17.04.2025 pursuant to Sections 149, 150, 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.4 for the approval of members by the way of special resolution.

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

Profile of Shri Sanjay Vishnu Shetye

DIN	01089380
Date of Birth	16.01.1966
Date of appointment/Change in terms of appointment	17.04.2025
Relationship with Directors/KMP	No
Shareholding in the Company	No
Remuneration proposed to be paid	NIL
Expertise in specific functional area	Event Management, Creative, Graphics, Film Production and Photography
Number of shares held in the Company as on March 31,2025	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 31,2025	-
Number of Board Meeting attended during the year 2024-2025	NA

Item No.5: Appointment of CA Alok Kumar Agrawal (DIN: 09395495) as Non- Executive Independent Director of the Company.

Department of Fertilizers vide letter No.95/01/2025/HR-PSU (e-38759) dated April 17,2025 communicated the appointment of CA Alok Kumar Agrawal as Non-Official Independent Director on the Board of Madras Fertilizers Limited effective April 17,2025 for a period one year, with



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effect from the date of notification of appointment or until further orders whichever is earlier

CA Alok Kumar Agrawal 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 CA Alok Kumar Agrawal, 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 CA Alok Kumar Agrawal 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 Shri CA Alok Kumar has fulfilled the conditions specified in the Section 149, 150, 152 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 vide Circular Resolution dated 24.04.2025 accorded approval for his appointment as Independent Director of the Company, effective from April 17, 2025 or until further orders.

The resolution seeks the approval of members for the appointment of CA Alok Kumar Agrawal as an independent director of the Company for a for a period one year, with effect from the date of notification of appointment or until further orders whichever is earlier, pursuant to Sections 149, 150, 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 CA Alok Kumar Agrawal, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item No.5.

Profile of CA Alok Kumar Agrawal

DIN	09395495
Date of Birth	09.08.1974
Date of appointment/Change in terms of appointment	17.04.2025
Relationship with Directors/ KMP	No
Shareholding in the Company	No
Remuneration proposed to be paid	NIL
Expertise in specific functional area	Corporate Governance & Board Leadership, Financial Oversight & Audit Committees, Risk Management & Compliance, Strategic Planning & Business Transformation, Mergers & Acquisitions (M&A), Stakeholder Engagement & Reporting, Regulatory Compliance, (SEBI, RBI, etc.) Ethics, Transparency & Corporate Social Responsibility (CSR).
Number of shares held in the Company as on March 31,2025	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 31,2025	-
Number of Board Meeting attended during the year 2024-2025	NA



Item No.6: Ratification of Remuneration paid to Cost Auditor for the year 2025-26.

The company is required to have its cost records audited by a Cost Accountant in practice. Accordingly, the Board at its meeting held on 28.05.2025 on the recommendation of the Audit Committee, approved the appointment of Mrs Aruna Prasad & Co, (Firm No.100883) to conduct the audit of the cost records of the Company, for the Financial Year ending March 31, 2026 at a remuneration of Rs.1,33,000/- plus tax as applicable and reimbursement of out of pocket expenses.

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, 2026 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 is, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary resolution.

Item No.7: Appointment of Secretarial Auditor for a term of five consecutive years from 2025-26 to 2029-30.

Pursuant to Regulation 24A of Listing Regulations, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary/ Company Secretaries Firm.

As per the Listing Regulations, an individual Secretarial Auditor may be appointed for one term of five consecutive years, while a firm of Company Secretaries may be appointed for two such terms, subject to shareholders approval at the AGM.

In line with the above and pursuant to Section 204 of Companies Act, 2013 read with relevant Rules made thereunder, Audit Committee and Board of Directors of the Company at their respective meetings held on August 12,

2025, approved the appointment of M/s SVJS & Associates, Practising Company Secretaries (Firm Registration No.: P2008KV017902) as Secretarial Auditor of the Company, for a term of five consecutive years commencing from April 1, 2025, subject to approval of Shareholders of the Company.

Profile of M/s. M/s SVJS & Associates, Practising Company Secretaries

M/s SVJS & Associates a leading firm of practicing Company Secretaries (hereinafter referred to as SVJS) with over 17 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, and Compliance Audits etc. SVJS are the recipient of the National Award for the Best CS firm from ICSI during 2021.

Confirmation and Disclosures

M/s. SVJS & Associates has given its consent to act as the Secretarial Auditors, confirmed that they hold a valid peer review certificate issued by ICSI and that they are not disqualified from being appointed as Secretarial Auditors.

Proposed Remuneration

Proposed Remuneration payable to M/s. SVJS & Associates for secretarial audit services is as per table below.

SI No	Description	Years	Remuneration (in Rs.)
1	Secretarial Audit Report & Annual Secretarial Compliance Report	2025-26	65000
		2026-27	65000
		2027-28	68250
		2028-29	71663
		2029-30	75246
	Total Amount		345159
	GST 18%		62129
	Grand Total		407288

Further, the Company may avail such other services from the Firm as are permitted under applicable rules/ regulations, on such terms & conditions including the fees payable for availing such services, as may be agreed to between the Company and the Secretarial Auditor.



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Proposed remuneration for Secretarial Audit is commensurate with fees charged by similar tier of firms in the industry and is not comparable to the remuneration paid to erstwhile secretarial auditor.

Board's recommendation

The Board reviewed the Firm's profile and concluded that it has a competent team with the right blend of experience and expertise to undertake the Secretarial Audit assignment. The Board also noted that the Firm has exposure to diverse industries.

Considering the above and after evaluating various factors such as industry experience, competency of audit team and independence from management, the Board recommends passing of the proposed resolution stated in Item 7 of the Notice for approval by the Shareholders by way of Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in passing the proposed Ordinary Resolution.

The Board recommends the resolution set forth in item no. 7 for the approval of members.

By Order of the Board
For MADRAS FERTILIZERS LIMITED
Sd/-
MANOJ KUMAR JAIN
Chairman & Managing Director
(DIN:10690782)

Place: Chennai
Date: August 12, 2025