



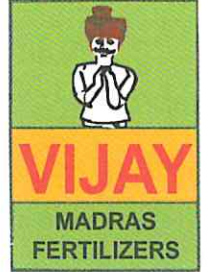
मद्रास फर्टिलाइज़र्स लिमिटेड Madras Fertilizers Limited

(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 वित्त/Fin 25941072
Website : www.madrasfert.nic.in email : gmpasec@madrasfert.co.in

CIN : L3220 1TN 1966 GO1005469

GSTIN - 33AAACM5198E1ZK



CS/NSE/2020/902

July 26, 2021

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

Dear Sir,

Sub : Postal Ballot Notice (only through the e-voting process) for seeking members' approval for Sale of 19 grounds & 1064 sq.ft of land situated at Guindy, Chennai

We would like to inform that pursuant to and in compliance with the provisions of Section 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules 2014, Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with the General Circular Nos.14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, in relation to "clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID – 19" issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the approval of members of the Company is being sought for the following special resolution, by way of Postal ballot (only through the e-voting process).

S.No.	Description of Resolution
1	Sale of 19 grounds & 1064 sq.ft of land situated at Guindy, Chennai

...2

Pursuant to Regulation 30 of SEBI LODR Regulations and other applicable provisions, please find enclosed Postal Ballot Notice dated July 26, 2021 ("Postal Ballot Notice") along with the Explanatory Statement. The same is being made available on the Company's website www.madrasfert.co.in

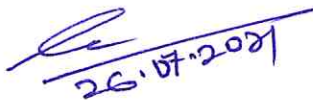
In terms of the MCA Circulars, the Company will send the Postal Ballot Notice in electronic form only to the members of the Company as on July 23, 2020, being the cut-off date. The hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelop will not be sent to the members for the postal ballot, in accordance with the requirements specified under the MCA Circular.

The remote e-voting period commences on Tuesday, 27.07.2021 at 09.00 a.m. onwards and ends on Wednesday, 25.08.2021 at 05.00 p.m. During this period, members of the Company holding shares either in physical form or in dematerialised form, as on 23.07.2021 may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. The results of the voting conducted through Postal ballot (through the remote e-voting process) will be announced by the Chairman / Company Secretary of the Company on or before August 27, 2021,

Kindly take the intimation on record.

Thanking you,

Very truly yours,



26.07.2021

Dr Girish Kumar
Company Secretary

Enc : a/a

MADRAS FERTILIZERS LIMITED

(A Government of India Undertaking)

CIN – L322201TN1966GOI005469

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

Tel: 25945489 / 25942281

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

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given that pursuant to and in compliance with the provisions of Section 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules 2014, Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with the General Circular Nos.14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021 and other applicable Circulars issued by the Ministry of Corporate Affairs (“MCA”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations, it is proposed to seek the consent of the members (“Members”) of Madras Fertilizers Limited (“Company”), for the resolution set out in the Notice, through postal ballot by remote e-voting process (“e-voting”).

A statement under Section 102 of the Companies Act, 2013, giving all materials facts and the reasons for the Resolutions is also annexed.

The Board of Directors of the Company has appointed Shri V Esaki, (Membership No.30353), Practicing Company Secretary, having office at New No.47, Old No.52/A, VOC Nagar, Nehru Street, Anna Nagar East, Chennai 600 102, as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its members to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section “Instructions for e-voting” in this Postal Ballot Notice to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 05.00 p.m. on 25.08.2021 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance the provisions of MCA Circulars and SEBI Circulars the Company has made arrangements for the shareholders to register their e-mail address. Therefore, those shareholders who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman of the Company after completion of Scrutiny of the e-voting. The results shall be declared on or before 27.08.2021 and will be communicated to National Stock Exchange ("NSE"), National Security Depository Limited ("NSDL") and will also be displayed on the Company's website www.madrasfert.co.in.

SPECIAL BUSINESS

SALE OF 19 GROUNDS AND 1064 SQ.FT OF LAND SITUATED AT GUINDY, CHENNAI

To consider and if deemed fit, to pass with or without modification, the following Resolutions as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company, and subject to such other applicable statutes and regulations and subject to the approval of Government of India and subject to other requisite approvals, consents and clearance as may be required, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to sell / dispose of 19 grounds & 1064 sq.ft. of land situated at Guindy, Chennai, Tamil Nadu to generate capex to improve energy and production efficiency of the Plants on such terms and conditions and with such modifications as may be required by any of the concerned authorities or as the Board of Directors of the Company may deem fit and appropriate in the interest of the Company and that the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient for giving effect to this resolution".

//By Order of the Board//
for MADRAS FERTILIZERS LIMITED

Place: Chennai
Date: 26.07.2021

U Saravanan
Chairman & Managing Director
DIN : 07274628

NOTES:

1. The Explanatory Statements to the proposed resolutions mentioned above, pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of the businesses of this notice are annexed hereto.
2. The notice of postal ballot is being sent to all the members, whose names appear on the Register of Members / List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 23.07.2021. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on that date.
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those member whose e-mail address are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.madrasfert.co.in, website of the National Stock Exchange (NSE).
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, M/s. Integrated Registry Management Services Pvt Ltd (RTA). Members may note that pursuant to the MCA Circulars, the Members may update their email address by sending a mail corpserv@integratedindia.in.
5. In accordance with the provisions of the MCA Circulars, SEBI Circulars, shareholders can vote only through the remote e-voting process. Shareholders whose names appear on the Register of Members/List of Beneficial owners as on 23.07.2021 will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Shareholders.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up of Equity shares registered in the name of the shareholders as on 23.07.2021. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.

8. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 and the Rules issued thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are being provided with the facility to cast their vote by electronic means through e-voting platform provided by NSDL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. The remote e-voting period commences on Tuesday, 27.07.2021 at 09.00 a.m. and ends on Wednesday, 25.08.2021 at 05.00 p.m. During this period, shareholders of the Company holding shares either in physical form or in de-materialised form, as on 23.07.2021 may cast their vote by remote e-voting. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder. The shareholder shall not be allowed to change it subsequently.
10. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "The Instructions for e-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later 05.00 p.m. on 27.07.2021 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorized, on or before 27.08.2021 and will also be displayed on the website of the Company (www.madrasfert.co.in), besides being communicated to Stock Exchange (NSE) and National Securities Depository Limited.
12. The resolutions, if passed by the requisite majority shall be deemed to have been passed on 25.08.2021 the last date specified for receipt of votes through the e-voting process.
13. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an e-mail to corpserv@integratedindia.in.

THE INSTRUCTIONS FOR E-VOTING ARE AS FOLLOWS:

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 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:

Types of shareholder	Login Method
Individual Shareholders holding securities in demat mode with NSDL	Existing IDeAS user can visit the e-Services website of NSDL Viz.https://eservices.nsdl.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 service provider website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/ Secureweb/IdeasDirectReg.jsp 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. 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 name i.e. NSDL and you will be re-directed to e-Voting service provider website i.e. NSDL for casting your vote during the remote e-Voting period.

	Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration of NSDL. - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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 1800 1020 990 and 1800 22 44 30.
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 022-23058738 or 022-23058542 – 43.

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

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

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

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

4. Your User ID details are given below :

- A) For Members who hold shares in demat account with NSDL. 8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****

- B) For Members who hold shares in demat account with CDSL. 16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your user ID is 12*****
- C) For Members holding shares in Physical Form. EVEN Number followed by Folio Number registered with the company For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001***

5. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) In case you have not registered your email address with the Company/Depository, please follow instructions mentioned below in this notice.

6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, click on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system:

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

1. After successful login at Step 1, you will be able to see the all the Companies ‘EVEN’ in which you are holding shares and whose voting cycle.
2. Select “EVEN” of the Company for which you wish to cast your vote during remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to esakics@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com> to reset the password.

3. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 and 1800-22-44-30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, "A" wing, 4th Floor, Kamala Mills Compound, Senapati Bapat, Lower Parel, Mumbai or to the email ID pallavid@nsdl.co.in/SoniS@nsdl.co.in or at telephone nos.+912224994545 / +912224994559, who will also address the grievances connected with voting by electronic means. Member may also write to the Company Secretary's email address cs@madrasfert.co.in.

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

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1

Department of Fertilizers, Government of India vide its letter F No.19071/07/2015-FCA-Part-II dated January 01, 2020 has forwarded a copy of the approved Minutes of the meeting held on 05.12.2019 under the Chairmanship of Secretary (Fertilizers) has directed the Company to explore the possibility of sale of land to generate capex to improve energy and production efficiency of the Plants of MFL.

The Board of MFL in its 310th meeting held on February 07, 2020 accorded approval for the sale of 19 grounds & 1064 Sq.ft of land situated at Guindy, Chennai, subject to approval of the Government of India and Shareholders of MFL”.

The above Special Resolution is therefore proposed to obtain the consent of shareholders for the sale 19 grounds & 1064 Sq.ft of land situated at Guindy, Chennai, under section 180(1)(a) of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.
