

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014].

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

Dear Sir,

Sub: Madras Fertilizers Limited - Report of Scrutinizer for the Postal Ballot/e-voting under Section 14 of the Companies Act, 2013 for Alteration of the Articles of Association of the Company vide notice dated 30/03/2015 – reg

Notice was given pursuant to Section 110 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 under Section 14 of the Companies Act, 2013 to consider the given below resolution.

In this connection, I B. Sankaranarayanan, 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.

1. Special Resolution under Section 14 of the Companies Act, 2013 for amendment of Articles of the Articles of Association of the Company:

“RESOLVED that pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, the Article of Association of the Company be and is hereby amended as follows:

The existing Article No. 106 (xxii) [Page No. 27] of the Articles of Association of the Company be amended as follows:

106 (xxii). To approve contracts which are in excess of Rupees Ten Crores (Rs.10,00,00,000) in Value.

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and are hereby severally authorized to take all necessary steps and do all necessary things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things as it may in its absolute discretion deem fit.



The Company has availed the e-voting facility for the shareholders to cast their votes to the aforesaid resolution through electronic mode in addition to voting through duly filled in paper postal ballot forms.

The postal ballot process was accordingly conducted and concluded as below:

- The Company on 30/03/2015 dispatched the notice U/s 110 of the Companies Act, 2013 along with the postal ballot forms and self-addressed prepaid reply envelopes to the shareholders of the Company whose name appeared on the register of members as on 20/03/2015. Further the Company forwarded electronic notices through e-mail to the shareholders detailing the procedure for e-voting w.e.f 06/04/2015 and upto 05/05/2015.
- The company issued an advertisement in Financial Express and Maalai Sudar about the dispatch of the postal ballot notice and form on 31/03/2015.
- All electronic votes and postal ballot forms received up to the close of working hours at 18.00 hours IST on 05/05/2015, the last date and time fixed by the Company for receipt of postal ballot were considered for my scrutiny.
- Particulars of all postal ballot forms received from the members have been entered in a register separately maintained electronically for this purpose by the Registrar and Share Transfer Agent.
- The votes cast by the members through electronic voting system was downloaded and collected from the website www.evoting.nsdl.com.
- 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.

Based on the data, reports and statements collected as mentioned above, the scrutiny was completed and results were compiled in the ensuing page.



Special Resolution:

Resolution - Special Resolution under Section 14 of the Companies Act, 2013 for amendment of Articles of the Articles of Association of the Company.

(i) **Voted in favor of the resolution:**

Particulars	Number of Shareholders cast their votes	Number of Shares	% of total number of valid votes
Total Number of E-voting options received	26	85828	98.4548
Total Number of Ballot Papers received	287	137596136	99.9953
TOTAL	313	137681964	

(ii) **Voted against of the resolution:**

Particulars	Number of Shareholders cast	Number of Shares	% of total number of votes
Total Number of E-voting Options received	3	1347	1.5451
Total Number of Ballot Papers received	13	6402	0.0046
TOTAL	16	7749	

(iii) **Invalid votes:**

Particulars	Number of Shares	% of total number of
Total Number of E-voting options received whose votes were declared invalid	NA	NA
Total Number of Ballot Papers received whose votes were declared invalid	46	27612
TOTAL	46	27612



The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Result:

On the basis of the above Voting, I hereby report that the above resolution was voted with overwhelming majority as Special Resolution.

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

Thanking you.

Yours faithfully,



Name & Signature of the Scrutinizer
B. SANKARANARAYANAN

Place: Chennai
Date: 06/05/2015

B. Sankaranarayanan, M.Com., ACS.,
Practicing Company Secretary
31/8, Welcome Colony, Thirumangalam,
Anna Nagar West, Chennai - 600 101.
M.No. 23087/C.P. No. 8301
FCS : 7603