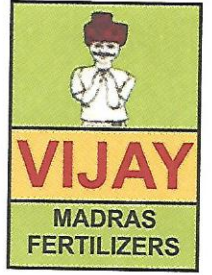




मद्रास फर्टिलाइज़र्स लिमिटेड Madras Fertilizers Limited

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

पोस्ट बैग सं. 2, मणलि, चेन्नै - 600 068. भारत दूर : 25941001 / फ़ैक्स सं. 044-25941010
Post Bag No. 2, Manali, Chennai - 600 068. INDIA. Tel : 25941001 / 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 : L32201TN1966GO1005469



CS/NSE/2017/730
September 23, 2017

M/s. National Stock Exchange of India Ltd
Listing Department
Exchange Plaza, 5th Floor
Plot No.C/I "G" Block, Bandara Kurla Complex
Bandra (E), Mumbai – 400 051

Dear Sir,

Sub: Proceedings of 51st Annual General Meeting (AGM) of the Company held on 22nd September, 2017 under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we enclose herewith gist of proceedings of the 51st Annual General Meeting (AGM) of the Madras Fertilizers Limited held on 22nd September, 2017 at 02.30 p.m. at Rajah Annamalai Mandram (Tamil Isai Sangam), 5, Esplanade Road, Chennai 600 108.

Thanking you,

Very truly yours,


23/9/2017

V Muralidharan
Company Secretary

MADRAS FERTILIZERS LIMITED
MANALI, CHENNAI 600 068

Gist of the proceedings of the 51st Annual General Meeting of Madras Fertilizers Limited (MFL) held on September 22, 2017

The 51st Annual General Meeting of the members of the Company was held on September 22, 2017 at 02.30 p.m. at Rajah Annamalai Mandram (Tamil Isai Sangam), 5, Esplanade Road, Chennai 600 108.

Totally 552 members (including proxies) attended the meeting as per the records of attendance.

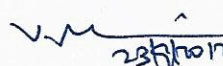
Shri A B Khare, Chairman and Managing Director chaired the proceedings of the meeting. Shri V Muralidharan, GM (F&A) & CS welcomed the members and requested CMD to commence the proceedings of the meeting. The Chairman welcomed the members and introduced the Board of Directors to the members. The Chairman mentioned that quorum was present and commenced the proceedings of the meeting.

The Chairman informed the members that in accordance with the provisions of the Companies Act, 2013 and the amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had provided e-voting facility on the NSDL e-voting platform for transacting the business contained in the notice. The e-voting commenced at 9.00 a.m. on September 19, 2017 and ended at 5.00 p.m. on September 21, 2017. The Board of Directors had appointed Mr B Sankaranarayanan, Practicing Company Secretary as Scrutinizer for conducting both the e-voting and physical voting processes

In order to provide an opportunity to those members who had not exercised e-voting, the Chairman ordered for a Poll by the Scrutinizer on all resolutions. The Chairman also announced that those members who had not exercised their votes through e-voting could do so through the physical ballot paper which was made available to them. After conclusion of the poll, the Chairman announced that the final results of the voting (after consolidating the result of e-voting and poll) would be placed on the website of the Company and NSDL, and the same will also be communicated to the Stock Exchange (NSE) within 48 hours of completion of the AGM.

The Chairman stated that the ordinary business and special business to be transacted in the meeting are given in pages 3 of the Annual Report which the members may kindly take note.

The Chairman mentioned that the Statutory Auditor's Report and explanation of the Management on that are already available in the Annual Report (pages 39 & 40) and the same may be noted as read by the members. The 'NIL' comments given by the Govt.


23/9/2017

Auditor (i.e. C&AG of India) is given in the Annual Report at Page 38 and the same may be noted as read by the members.

On the invitation of the Chairman, members addressed the meeting, gave suggestions and raised queries on the Company's accounts and operations. The Chairman, Director (Technical) and GM (F&A) & CS gave reply to the queries raised by the members.

The resolutions passed by the members, in brief, related to :

Ordinary Business:

1. Adoption of Financial Statements for the financial year ended March 31, 2017 along with the Reports of the Board of Directors and the Statutory Auditors
2. Appointment of Statutory Auditor & fixing their remuneration (Ordinary Resolution)

Special Business:

3. Appointment of Ms. Meenakshi Gupta (DIN 07686646) as Director of the Company (ordinary resolution)
4. Appointment of Shri Kuntal Sensarma (DIN 07626530) as Director of the Company (ordinary resolution)
5. Appointment of Cost Auditor for the year 2017-18 (ordinary resolution)

All the above business were passed with requisite majority and are deemed to be passed on the date of the Annual General Meeting (i.e. September 22, 2017).


23/9/2017

V Muralidharan
Company Secretary