



मद्रास फ़र्टिलाइज़र्स लिमिटेड **Madras Fertilizers Limited**

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

पोस्ट बैग सं. 2, मणलि, चेन्नै - 600 068. भारत. दूर : 25941001 / 25941201 (10 लाइनें)
Post Bag No. 2, Manali, Chennai - 600 068; INDIA. Tel : 25941001 / 25941201 (10 lines)
फ़ैक्स / Fax : कामिक / Per. 25941010 संयंत्र / Plant 25940005 विप. / Mktg. 25941862
वित्त / Fin. 25943033 ई-मेल / E-mail : mfi@madrasfert.nic.in Website : www.madrasfert.nic.in



October 1, 2014

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

Fax No: 022 – 26598237 / 38

Dear Sir,

Sub: **Voting results on Ordinary/Special Resolutions in the AGM in
pursuant to Cl.35A of Listing Agreement**

Date of the AGM/EGM : 29.09.2014
Total number of shareholders on record date : 22263

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

a) Promoters and Promoter Group	:	2
b) Public	:	1558

No. of Shareholders attended the meeting
through Video Conferencing

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

Details of the Agenda:
Resolution Passed: Ordinary Business
Mode of voting: e-voting / Ballot

1. **Adoption of Accounts**

“RESOLVED that the Balance Sheet, Profit & Loss Statement for the year 2013-14 as audited and the Directors’ Report be and are hereby approved and adopted”

The above Resolution is passed with overwhelming majority as Ordinary Resolution.

2. Appointment of Statutory Auditors and fixing their Remuneration

“RESOLVED that the Statutory Audit Fee for the financial year 2014-15 be and is hereby fixed at ₹ 3,00,000/- to M/s. B Thiagarajan & Co (Firm Regn. No.004371S), Statutory Auditors besides reimbursement of travelling and out of pocket expenses at actuals subject to other terms and conditions laid down by the C&AG in their letter No. CA. V/ COY/ CENTRAL GOVERNMENT, MFL(1)/66 dated 26.07.2012.” The Statutory Auditors shall hold office from the conclusion of this AGM till the conclusion of the next AGM”.

The above Resolution is passed with overwhelming majority as Ordinary Resolution.

3. Appointment of Shri Rajiv Yadav (DIN 00322778), as Director

“RESOLVED THAT Shri Rajiv Yadav (DIN 00322778), IAS, be and is hereby appointed as Director of the Company”.

The above Resolution is passed with overwhelming majority as Ordinary Resolution.

4. Appointment of Shri K M Gupta (DIN 06890585), as Director

“RESOLVED THAT Shri K M Gupta, IES be and is hereby appointed as Director of the Company”

The above Resolution is passed with overwhelming majority as Ordinary Resolution.

5. Remuneration of the Cost Auditors

“RESOLVED THAT the pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the remuneration of Rs.75,000/- (Rupees seventy five thousand only) besides reimbursement of travelling and out of pocket expenses at actuals to be paid to Shri P R Tantri, Cost Auditor (Membership No.2403) for conducting the audit of cost records of the Company for the financial year ending March 31, 2015, as approved by the Board of Directors on the recommendations of the Audit Committee.”

The above Resolution is passed with overwhelming majority as Ordinary Resolution.

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

Very truly yours,

V. Muralidharan
11/07/2014

V Muralidharan
Company Secretary

M/s National Securities Depository Limited
4th Floor, 'A' Wing, Trade World
Kamala Mills Compound
Senapati Bapat Marg
Lower Parel
Mumbai – 400 013

email : info@nsdl.co.in

M/s Central Depository Services (India) Ltd
17th Floor, P J Towers,
Dalal Street, Fort
Mumbai – 400 001

Fax No.022 – 2272 2072 / 3199

Attachment - I

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

1. Adoption of Accounts

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstan ding shares (3)=[(2)/ (1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter & Promoter Group	137368200	137368200	100	137368200	-	100	0
Public – Institutional holders	-	-	-	-	-	-	-
Public- Others	23733100	23505	0.09	23205	300	98.73	1.27
Total	161101300	137391705	-	137391405	300	-	-

2. Appointment of Statutory Auditors and fixing their Remuneration

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstan ding shares (3)=[(2)/ (1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter & Promoter Group	137368200	137368200	100	137368200	-	100	0
Public – Institutional holders	-	-	-	-	-	-	-
Public- Others	23733100	23505	0.09	23205	300	98.73	1.27
Total	161101300	137391705	-	137391405	300	-	-


V. MURALIDHARAN
 COMPANY SECRETARY
 MADRAS FERTILIZERS LIMITED
 MANALI, CHENNAI-600 068.

3. Appointment of Shri Rajiv Yadav (DIN 00322778), as Director

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstan ding shares (3)=[(2)/ (1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]* 100
Promoter & Promoter Group	137368200	137368200	100	137368200	-	100	0
Public – Institutional holders	-	-	-	-	-	-	-
Public- Others	23733100	23505	0.09	21006	2499	89.36	10.63
Total	161101300	137391705	-	137389206	2499	-	-

4. Appointment of Shri K M Gupta (DIN 06890585), as Director

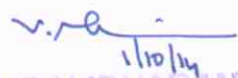
Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstan ding shares (3)=[(2)/ (1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]* 100
Promoter & Promoter Group	137368200	137368200	100	137368200	-	100	0
Public – Institutional holders	-	-	-	-	-	-	-
Public- Others	23733100	23505	0.09	21006	2499	89.36	10.63
Total	161101300	137391705	-	137389206	2499	-	-

v. n. a.
11/10/14

V. MURALIDHARAN
COMPANY SECRETARY
MADRAS FERTILIZERS LIMITED
MANALI, CHENNAI-600 068.

5. Remuneration of the Cost Auditors

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstan ding shares (3)=[(2)/ (1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]* 100
Promoter & Promoter Group	137368200	137368200	100	137368200	-	100	0
Public – Institutional holders	-	-	-	-	-	-	-
Public- Others	23733100	23505	0.09	23405	100	99.57	0.42
Total	161101300	137391705	-	137391605	100	-	-


V. MURALIDHARAN
 COMPANY SECRETARY
 MADRAS FERTILIZERS LIMITED
 MANALI, CHENNAI-600 088.

B. Sankaranarayanan, M.Com., M.B.A., A.C.S.,
PRACTICING COMPANY SECRETARY

No. 31/8, Welcome Colony,
Thirumangalam, Anna Nagar West,
Chennai - 600 101.
Phone : 26155373, Mobile : 99402599
E-mail : bsnksh@yahoo.co.in

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

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

The 48th Annual General Meeting of the Equity Shareholders of **Madras Fertilizers Limited** held on **Monday, 29th September 2014** at 2.30 P.M at the Registered Office of the Company viz., Manali, Chennai - 600 068.

Dear Sir,

I B. Sankaranarayanan, appointed as Scrutinizer for the purpose of E-voting and the poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of **Madras Fertilizers Limited**, held on Monday, 29th September 2014 at Manali, Chennai - 600 068 at 2.30 P.M., submit my report as under:

1. The Company has availed the services of National Securities Depository Limited for providing E-voting facility to all its members, and I have received the User ID and Password from NSDL Authorities for logging in their website as Scrutinizer.
2. The E-voting was commenced on 23/09/2014 at 09:00Hrs and closed on 25/09/2014 at 18.00 Hrs.
3. I have downloaded the report containing the result of E-voting from the NSDL website using the ID/Password mentioned above.
4. After the time fixed for closing of the poll by the Chairman at the Annual General Meeting One ballot box kept for polling was locked in my presence with due identification marks placed by me.
5. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The representative of Registrar has reconciled the poll papers with the records maintained by them and the authorizations / proxies lodged with the Company.
6. I did not find any poll papers invalid.
7. The Consolidated result of the E-voting and Poll is as under:



Ordinary Resolution:

Resolution 1- Adoption of Financial Statements for the year ended 31st March 2014 together with Director Report and Auditor Report

(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	10	5202	100
Total Number of Ballot Papers received	30	137386203	99.999
TOTAL	40	137391405	

(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	Nil	Nil	Nil
Total Number of Ballot Papers received	2	300	0.000218
TOTAL	2	300	

(iii) **Invalid votes:**

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



Ordinary Resolution:

Resolution 2- Appointment of Statutory Auditor & Fixing their Remuneration

(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	10	5202	100
Total Number of Ballot Papers received	30	137386203	99.999
TOTAL	40	137391405	

(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	Nil	Nil	Nil
Total Number of Ballot Papers received	2	300	0.000218
TOTAL	2	300	

(iii) **Invalid votes:**

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



Ordinary Resolution:

Resolution 3- Appointment of Shri. Rajiv Yadav, IAS as Director 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	9	3303	63.4948
Total Number of Ballot Papers received	30	137385903	99.999
TOTAL	39	137389206	

(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	1	1899	36.5051
Total Number of Ballot Papers received	2	600	0.000436
TOTAL	3	2499	

(iii) Invalid votes:

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



Ordinary Resolution:

Resolution 4- Appointment of Shri K M Gupta, IES as Director 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	9	3303	63.4948
Total Number of Ballot Papers received	30	137385903	99.999
TOTAL	39	137389206	

(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	1	1899	36.5051
Total Number of Ballot Papers received	2	600	0.000436
TOTAL	3	2499	

(iii) **Invalid votes:**

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



Ordinary Resolution:

Resolution 5- Appointment of Cost Auditor for the year 2014-15

(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	10	5202	100
Total Number of Ballot Papers received	31	137386403	99.999
TOTAL	41	137391605	

(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	Nil	Nil	Nil
Total Number of Ballot Papers received	1	100	0.000
TOTAL	1	100	

(iii) **Invalid votes:**

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



E-voting and Ballot Conducted for 5 Resolutions.

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 resolutions as mentioned in Item No. 1 to 5 were voted with overwhelming majority as Ordinary Resolution.

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

Thanking you.

Yours faithfully.


Name & Signature of the Scrutinizer
B. SANKARANARAYANAN

Place: Chennai
Date: 30/09/2014

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