V. ESAKI & ASSOCIATES
COMPANY SECRETARIES

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Scrutinizer's Report

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
MADRAS FERTILIZERS LIMITED
Manali, Chennai – 600 068.

Dear Sir,

Sub: Report of Scrutinizer for e-voting of the Company.

1) I, V.Esaki, Company Secretary in Practice, have been appointed as Scrutinizer, for the purpose of scrutinizing for conducting the postal ballot and e-voting process in a fair and transparent manner on the resolution contained in the Notice of 52nd Annual General Meeting of the company held on 26th September 2018 at 11.30 AM.

   Annual General Meeting Notice was given pursuant to section 108 of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014,

2) The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under relating to remote e-voting and poll on the resolutions contained in the Notice of the AGM of the Company.
3) My responsibility as Scrutinizer for the e-voting process and for the Poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports downloaded from the e-voting system provided by NDSL for e-voting and the Polling Papers received on the Poll conducted at the AGM.

V. ESAKI & ASSOCIATES ANNA NAGAR CHENNAI-102 Company Secretaries

4) I submit my report as under:

a) The Company has provided the Members facility to exercise their right to vote at the AGM by electronic means to transact the business detailed in the Notice through remote e-voting services provided by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.

b) The Shareholders of the Company holding shares on the "cut-off" date i.e., 19th September, 2018 were entitled to vote on the Resolutions as set out at Item Nos. 1 to 6 in the Notice of the AGM of the Company.

c) The period for e-voting commenced on Sunday, 23rd September, 2018 at 9.00 A.M. and ended on Tuesday, 25th September, 2018 at 5.00 P.M. and thereafter, the NSDL e-voting platform was blocked.

d) Thereafter, I have unblocked the votes cast under e-voting facility in the presence of two witnesses, who are not in the employment of the Company.

e) After conclusion of the Polling at the AGM of the Company held on 26th September, 2018, I have opened the locked Polling Box in the presence of two witnesses, who are not in the employment of the Company. The Polling Papers were reconciled with the records maintained by the Company and the Registrar and Transfer Agent of the Company and the authorizations / proxies lodged with the Company. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. On the conclusion of the Annual General Meeting, the full details of votes cast through remote e-voting were made available to me by the NDSL.

f) I have scrutinized and reviewed the voting through electronic means based on the data downloaded from the NDSL e-voting system and on Poll based on the Polling Papers received at the AGM.

g) I report that the result of the voting through electronic means and on poll in respect of the said Resolutions is as under:

Resolution No: 1

Nature of resolution: Ordinary Resolution

Consideration & Adoption of Audited Accounts for the year ended on 31st March, 2018.

(i) Voted in favour of the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	23	41527242	30.21
Poll	33	95901747	69.78
Total	56	137428989	99.99

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	1	23	0.01
Poll	0	0	0
Total	1	23	0.01

Total valid votes(i) + (ii)	57	137429012	100.00

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

Resolution No: 2

Nature of Resolution: Ordinary Resolution

Appointment of Ms. Meenakshi Gupta as Director who retires by rotation.

(i) Voted in favour of the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	21	41524975	30.21
Poll	33	95901747	69.78
Total	54	137426722	99.99

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	3	2290	0.01
Poll	0	0	0
Total	3	2290	0.01

Total valid votes(i) + (ii)	57	137429012	100.00

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

Resolution No: 3

Nature of Resolution: Ordinary Resolution

To fix remuneration of Statutory Auditors for the Financial Year 2018-19

(i) Voted in favour of the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	22	41525455	30.21
Poll	33	95901747	69.78
Total	55	137427202	99.99

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	2	1810	0.01
Poll	0	0	0
Total	2	1810	0.01

Total valid votes(i) + (ii)	57	137429012	100

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

Resolution No: 4

Nature of Resolution Special Business: Ordinary Resolution

Appointment of Shri U Saravanan as Chairman & Managing Director

(i) Voted in favour of the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	21	41525452	30.21
Poll	33	95901747	69.78
Total	54	137427199	99.99

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	3	1813	0.01
Poll	0	0	0
Total	3	1813	0.01

Total valid votes(i) + (ii)	57	137429012	100

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

Resolution No: 5

Nature of Resolution: Special Business : Ordinary Resolution

Appointment of Shri Lalsanglur as Director

(i) Voted in favour of the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	22	41525455	30.21
Poll	33	95901747	69.78
Total	55	137427202	99.99

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	2	1810	0.01
Poll	0	0	0
Total	2	1810	0.01

Total valid votes(i) + (ii)	57	137429012	100

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

Resolution No: 6

Nature of Resolution Special Business : Ordinary Resolution

Appointment of Mrs Aruna Prasad, Cost Auditor for the year 2018-2019.

(i) Voted in favour of the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	22	41525455	30.21
Poll	33	95901747	69.78
Total	55	137427202	99.99

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	2	1810	0.01
Poll	0	0	0
Total	2	1810	0.01

Total valid votes(i) + (ii)	57	137429012	100

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

Thanking You,

Yours Faithfully,

V.Esaki
Practicing Company Secretary
ACS: 30353 CP No: 11022

V.ESAKI & ASSOCIATES ANNA NAGAR CHENNAI-102 Company Secretaries

Place: Chennai
Date: 27-09-2018