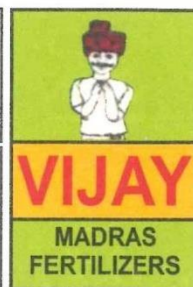




मद्रास फ़र्टिलाइज़र्स लिमिटेड  
**Madras Fertilizers Limited**  
(भारत सरकार का उपक्रम / A Government of India Undertaking)

पोस्ट बैग सं. 2, मणालि, 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.co.in email: gmpasec@madrasfert.co.in  
CIN: L32201TN1966GO1005469 GSTIN - 33AAACM5198E1ZK



CS/NSE/2025/1314

September 26, 2025

Listing Department

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: Voting Results under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – 59<sup>th</sup> AGM of MFL**

We wish to inform that the 59<sup>th</sup> Annual General Meeting (AGM) of the Company was held on September 24, 2025 at 11.00 a.m. thru Video Conferencing (VC). Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, all the Members of the Company were given an opportunity to exercise their right to vote on all the resolutions set out in the Notice of the AGM thru remote e-voting during the period commencing from September 21, 2025 (09.00 a.m. IST) to September 23, 2025 (05.00 p.m. IST).

Further, the Company provided e-voting facility during the AGM thru NSDL platform for those Members who had not exercised the remote e-voting. All the resolutions contained in the Notice of the AGM were approved by requisite majority through remote e-voting and e-voting during the AGM. Accordingly, all the resolutions were declared to be passed on September 24, 2025 which is the date of the Annual General Meeting.

In accordance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the consolidated voting results in the prescribed format along with the combined Scrutinizer's Report for the remote e-voting and e-voting during the AGM. The voting details are also uploaded on the Company's website.

Kindly take the above information on record and acknowledge receipt.

Very truly yours

SRINIVASA

SARAVANAN J

Digitally signed by  
SRINIVASA SARAVANAN J  
Date: 2025.09.26 09:07:29  
+05'30'

**J Srinivasa Saravanan**

**Company Secretary & Compliance Officer**

Encl: a.a.

**MADRAS FERTILIZERS LIMITED - E-VOTING RESULTS**

DATE OF AGM / EGM/POSTAL BALLOT/EVOTING				AGM - SEPTEMBER 24, 2025				
TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE				61312				
No. of shareholders present in the meeting either in person or thorough proxy: Promoters and Promoter Group Public				0				
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group Public				68 2 66				
Agenda-wise disclosure								
1) Adoption of Audited Balance Sheet of the Company								
To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2025 and the Statement of Profit & Loss (including other comprehensive income), Statement of Cash Flow, Statement of Changes in Equity, Notes comprising Significant Accounting Policies and other Explanatory information forming part of Financial Statements for the year ended on that date together with the Directors' Report, Auditors' Report and Comments of the Comptroller and Auditor General India (CAG) and our replies thereon.								
Resolutions required : (Ordinary / Special)				Ordinary				
Whether promoter / Promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No.of shares held	No.of votes polled	% of votes Polled on outstanding shares	No.of votes - in favour	No.of votes - against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Evoting	137368200	137368200	100.0000	137368200	0	100.0000	0.0000
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
	Sub Total (A)		137368200	100.0000	137368200	0	100.0000	0.0000
Public - Institutions	Evoting	393363	0	0.0000	0	0	0.0000	0.0000
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
	Sub Total (B)		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	Evoting	23339737	18704	0.0801	18672	32	99.8289	0.1711
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
	Sub Total (C)		18704	0.0801	18672	32	99.8289	0.1711
Total	Evoting	161101300	137386904	85.2798	137386872	32	100.0000	0.0000
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
			137386904	85.2798	137386872	32	100.0000	0.0000

**SRINIVASA**  
**SARAVANAN**  
**J**

Digitally signed by  
 SRINIVASA  
 SARAVANAN J  
 Date: 2025.09.26  
 10:54:49 +05'30'

Agenda-wise disclosure								
2) To fix Remuneration of Statutory Auditors of the Company								
<p>To authorize the Board of Directors of the Company to fix remuneration of Statutory Auditors of the Company for the Financial Year 2025-26 in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013 and to consider, if thought fit, to pass the following Resolution as an ORDINARY resolution:</p> <p>“RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to decide and fix the remuneration of the Statutory Auditors of the Company as appointed by the Comptroller and Auditor General of India for the Financial year 2025-26”.</p>								
Resolutions required : (Ordinary / Special)					Ordinary			
Whether promoter / Promoter group are interested in the agenda/resolution?					No			
Category	Mode of voting	No.of shares held	No.of votes polled	% of votes Polled on outstanding shares	No.of votes - in favour	No.of votes - against	% of votes in favour on votes polled	% of votes in against on votes polled
Promoter and Promoter Group		(1)	(2)	$(3) = [(2)/(1)] * 100$	(4)	(5)	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
	Evoting	137368200	137368200	100.0000	137368200	0	100.0000	0.0000
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
	Sub Total (A)		137368200	100.0000	137368200	0	100.0000	0.0000
Public - Institutions	Evoting	393363	0	0.0000	0	0	0.0000	0.0000
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
	Sub Total (B)		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	Evoting	23339737	18704	0.0801	18572	132	99.2943	0.7057
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
	Sub Total (C)		18704	0.0801	18572	132	99.2943	0.7057
Total	Evoting	161101300	137386904	85.2798	137386772	132	99.9999	0.0001
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
			137386904	85.2798	137386772	132	99.9999	0.0001

SRINIVASA  
SARAVANAN J

Digitally signed by  
SRINIVASA SARAVANAN J  
Date: 2025.09.26 10:55:08  
+05'30'

Agenda-wise disclosure								
3. To elect Shri Amar Kushawha (DIN:11211580) as a Director on the Board of the Company								
<p>"RESOLVED THAT pursuant to the provisions of Sections 152,161(1) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) for the time being in force) read with Articles of Association of the Company, Shri Amar Kushawha (DIN:11211580), who was appointed as an Additional Director under the category of Nominee Director nominated by the Government of India in the Board of Directors of the Company w.e.f. 24.07.2025 as per Department of Fertilizers, Ministry of Chemicals &amp; Fertilizers, Government of India notification No.95/1/2019-HR-PSU (Part 2) (e-31042) dated 17th July 2025 for a period of three years, or co-terminus basis to his posting in the Department of Fertilizers, or until further orders, whichever is earliest, be and is hereby elected as a Director of the Company."</p>								
Resolutions required : (Ordinary / Special)						Ordinary		
Whether promoter / Promoter group are interested in the agenda/resolution?						No		
Category	Mode of voting	No.of shares held	No.of votes polled	% of votes Polled on outstanding shares	No.of votes - in favour	No.of votes - against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	$(3)=\frac{(2)}{(1)}*100$	(4)	(5)	$(6)=\frac{(4)}{(2)}*100$	$(7)=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	Evoting	137368200	137368200	100.0000	137368200	0	100.0000	0.0000
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
	Sub Total (A)		137368200	100.0000	137368200	0	100.0000	0.0000
Public - Institutions	Evoting	393363	0	0.0000	0	0	0.0000	0.0000
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
	Sub Total (B)		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	Evoting	23339737	18704	0.0801	18572	132	99.2943	0.7057
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
	Sub Total (C)		18704	0.0801	18572	132	99.2943	0.7057
Total	Evoting	161101300	137386904	85.2798	137386772	132	99.9999	0.0001
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
			137386904	85.2798	137386772	132	99.9999	0.0001

SRINIVASA  
SARAVANAN J

Digitally signed by  
SRINIVASA SARAVANAN J  
Date: 2025.09.26 10:55:20  
+05'30'

Agenda-wise disclosure								
4. Appointment of Sanjay Vishnu Shetye, (DIN:01089380) as Non-Executive Independent Director of the Company								
<p>“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV of Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri. Sanjay Vishnu Shetye, (DIN:01089380), who was appointed as an Additional Director being designated as Non-official Independent Director in the Board of Madras Fertilizers Limited pursuant to Department of Fertilizers, Ministry of Chemicals &amp; Fertilizers, Government of India notification No.95/01/2025-HRPSU (e-38759) dt 17.04.2025 with effect from the date of notification i.e. April 17, 2025 of appointment or a period of one year or until further orders, whichever is earlier, be and is hereby appointed as a Director of the Company effective April 17, 2025 and not liable to retire by rotation”.</p>								
Resolutions required : (Ordinary / Special)					Special			
Whether promoter / Promoter group are interested in the agenda/resolution?					No			
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	$(3) = [(2)/(1)] * 100$	(4)	(5)	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Promoter and Promoter Group	Evoting	137368200	137368200	100.0000	137368200	0	100.0000	0.0000
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
	Sub Total (A)		137368200	100.0000	137368200	0	100.0000	0.0000
Public - Institutions	Evoting	393363	0	0.0000	0	0	0.0000	0.0000
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
	Sub Total (B)		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	Evoting	23339737	18704	0.0801	18557	147	99.2141	0.7859
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
	Sub Total (C)		18704	0.0801	18557	147	99.2141	0.7859
Total	Evoting	161101300	137386904	85.2798	137386757	147	99.9999	0.0001
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
			137386904	85.2798	137386757	147	99.9999	0.0001

SRINIVASA  
SARAVANAN  
J

Digitally signed by  
SRINIVASA  
SARAVANAN J  
Date: 2025.09.26  
10:55:32 +05'30'

Agenda-wise disclosure								
5. Appointment of CA. Alok Kumar Agrawal (DIN:09395495) as Non Executive Independent Director of the Company								
RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV of Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, CA Alok Kumar Agrawal, (DIN: 09395495), who was appointed as an Additional Director being designated as Non-official Independent Director in the Board of Madras Fertilizers Limited pursuant to Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India notification No.95/01/2025-HRPSU (e-38759) dt 17.04.2025 with effect from the date of notification i.e. April 17, 2025 of appointment or a period of one year or until further orders, whichever is earlier be and is hereby appointed as a Director of the Company effective April 17, 2025 and not liable to retire by rotation								
Resolutions required : (Ordinary / Special)					Special			
Whether promoter / Promoter group are interested in the agenda/resolution?					No			
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes in against on votes polled
Promoter and Promoter Group		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Evoting	137368200	137368200	100.0000	137368200	0	100.0000	0.0000
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
	Sub Total (A)		137368200	100.0000	137368200	0	100.0000	0.0000
Public - Institutions	Evoting	393363	0	0.0000	0	0	0.0000	0.0000
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
	Sub Total (B)		0	0.0000	0	0	0.0000	0.0000
	Public - Non Institutions	Evoting	23339737	18704	0.0801	18572	132	99.2943
Venue		0		0.0000	0	0	0.0000	0.0000
Physical		0		0.0000	0	0	0.0000	0.0000
Postal Ballot (Not applicable)		0		0.0000	0	0	0.0000	0.0000
Sub Total (C)		18704		0.0801	18572	132	99.2943	0.7057
Total		Evoting	161101300	137386904	85.2798	137386772	132	99.9999
	Venue	0		0.0000	0	0	0.0000	0.0000
	Physical	0		0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)	0		0.0000	0	0	0.0000	0.0000
		137386904		85.2798	137386772	132	99.9999	0.0001
	6. Ratification of remuneration to Cost Auditors for FY 2025-26							
"RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Companies (Audit and Auditor) Rules 2014, Mrs. Aruna Prasad & Co., (Firm No.100883) Cost Accountant, appointed by the Board at its meeting held on May 28, 2025 as Cost Auditor to conduct the cost audit of the Company or fertilizers or the financial year 2025-26 as per the directions issued by the Central Government at a fee of `1,33,000/- plus taxes besides reimbursement out of pocket expenses at actuals be and is hereby ratified."								
Resolutions required : (Ordinary / Special)					Ordinary			
Whether promoter / Promoter group are interested in the agenda/resolution?					No			
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes in against on votes polled

SRINIVASA  
SARAVANAN J

Digitally signed by  
SRINIVASA SARAVANAN J  
Date: 2025.09.26 10:55:45  
+05'30'

Promoter and Promoter Group		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Evoting	137368200	137368200	100.0000	137368200	0	100.0000	0.0000
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
	Sub Total (A)		137368200	100.0000	137368200	0	100.0000	0.0000
Public - Institutions	Evoting	393363	0	0.0000	0	0	0.0000	0.0000
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
	Sub Total (B)		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	Evoting	23339737	18704	0.0801	18572	132	99.2943	0.7057
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
	Sub Total (C)		18704	0.0801	18572	132	99.2943	0.7057
Total	Evoting	161101300	137386904	85.2798	137386772	132	99.9999	0.0001
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
			137386904	85.2798	137386772	132	99.9999	0.0001

7. Appointment of Secretarial Auditor for a term of 5 consecutive years from 2025-26 to 2029-30.

RESOLVEDTHATpursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with the rules madethereunder(including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of M/s SVJS & Associates, Company Secretaries (Firm Registration No:P2008KV017902), as Secretarial Auditors of the Company for a term of five consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws

Resolutions required : (Ordinary / Special)					Ordinary			
Whether promoter / Promoter group are interested in the agenda/resolution?					No			
Category	Mode of voting	No.of shares held	No.of votes polled	% of votes Polled on outstanding shares	No.of votes - in favour	No.of votes - against	% of votes in favour on votes polled	% of votes in against on votes polled
Promoter and Promoter Group		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Evoting	137368200	137368200	100.0000	137368200	0	100.0000	0.0000
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
	Sub Total (A)		137368200	100.0000	137368200	0	100.0000	0.0000
Public - Institutions	Evoting	393363	0	0.0000	0	0	0.0000	0.0000
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
	Sub Total (B)		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	Evoting	23339737	18704	0.0801	18547	157	99.1606	0.8394
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
	Sub Total (C)		18704	0.0801	18547	157	99.1606	0.8394
Total	Evoting	161101300	137386904	85.2798	137386747	157	99.9999	0.0001
	Venue		0	0.0000	0	0	0.0000	0.0000
	Physical		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (Not applicable)		0	0.0000	0	0	0.0000	0.0000
			137386904	85.2798	137386747	157	99.9999	0.0001

## **CONSOLIDATED SCRUTINIZER'S REPORT**

*(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rule, 2014)*

To  
The Chairman & Managing Director/ Company Secretary  
M/s Madras Fertilizers Limited  
Post Bag No.2, Manali, Chennai 600068.

Respected Sir,

We, M/s Chitra Lalitha & Associates, Company Secretaries were appointed as Scrutinizer by the M/s Madras Fertilizers Limited ("the Company") for the purpose of Scrutinizing the voting process i.e. remote e-voting and e-voting at the 59<sup>th</sup> Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and General Circular Nos.14/2020, 17/2020, 20/2020, 09/2023 and 09/2024 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020, 25<sup>th</sup> September, 2023 and 19<sup>th</sup> September 2024 respectively and SEBI Circular nos. SEBI/HO/CFD/CFDPoD-2/P/CIR/2023/167 and SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 07, 2023 and October 3, 2024 respectively (MCA & SEBI Circulars) on the resolution(s) mentioned in the Notice dated August 12, 2025. We submit our report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to e-voting facility for AGM and on the resolutions contained in the Notice dated August 12, 2025. Our responsibility as scrutinizers is restricted to make a consolidated Scrutinizer's Report of the votes cast 'For' or 'Against' and/or Abstain towards the resolutions as stated in the AGM Notice.
2. The Annual Report for the year 2024-25 containing the Notice dated August 12, 2025 along with statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through e-mail whose email IDs are registered with the Company/Depository Participant(s) on Monday, September 1, 2025.
3. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the notice of 59<sup>th</sup> Annual General Meeting and providing e-voting facility in 'Financial Express' (English daily newspaper) on Monday, September 1, 2025 and in 'Malai Malar' (Tamil daily newspaper) on Monday, September 1, 2025.



4. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Sunday, September 21, 2025 (09:00 A.M) to Tuesday, September 24, 2025 (05:00 P.M).
5. The voting rights of members were considered in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 17, 2025.
6. After completion of e-voting at the AGM, the data of e-voting at AGM was diligently scrutinized. Thereafter, data of e-voting at AGM were reconciled with the records maintained by the Registrar and Share Transfer Agent of the Company.
7. Thereafter, the votes cast through remote e-voting were unblocked after completion of e-voting at the AGM in the presence of two witnesses Mrs. B. Chitra and Mr Mirza Ismail Irshad Ahmed, who are not in employment with the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at AGM.
8. The shareholders exercised their voting either by remote e-voting or e-voting at AGM. There was no shareholder who opted for both the facilities. Further, shareholders who have voted for lesser number of shares as compared to their entitlement, the number of shares for which they actually voted was considered.
9. Summary of the remote e-voting and e-voting at the AGM is as follows:

**Item No.1:-**

To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2025, the Statement of Profit & Loss (including other comprehensive income), the Statement of Cash Flow, the Statement of Changes in Equity, Notes comprising Significant Accounting Policies and other Explanatory information forming part of Financial Statements for the year ended on that date together with the Directors' Report, Auditors' Report and the comments of the Comptroller and Auditor General of India (CAG) and our replies thereon.

<i>Particulars</i>	<i>Number of Members</i>			<i>Number of Votes</i>			<i>%</i>
	<i>Remote E-Voting</i>	<i>E-voting at AGM</i>	<i>Total</i>	<i>Remote E-Voting</i>	<i>E-voting at AGM</i>	<i>Total</i>	
Voted in Favour	73	6	79	137386557	315	137386872	99.9999
Voted Against	24	0	24	32	0	32	0.0001
<b>Total</b>	<b>97</b>	<b>6</b>	<b>103</b>	<b>137386589</b>	<b>315</b>	<b>137386904</b>	<b>100</b>

The Item No.1 has been approved with requisite majority by way of an Ordinary Resolution.

**Item No.2:-**

To authorize the Board of Directors of the Company to fix the remuneration of Statutory Auditors of the Company for the Financial Year 2025-26 in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013.

<b>Particulars</b>	<b>Number of Members</b>			<b>Number of Votes</b>			<b>%</b>
	<b>Remote E-Voting</b>	<b>E-voting at AGM</b>	<b>Total</b>	<b>Remote E-Voting</b>	<b>E-voting at AGM</b>	<b>Total</b>	
Voted in Favour	72	6	78	137386457	315	137386772	99.9999
Voted Against	25	0	25	132	0	132	0.0001
<b>Total</b>	<b>97</b>	<b>6</b>	<b>103</b>	<b>137386589</b>	<b>315</b>	<b>137386904</b>	<b>100</b>

The Item No.2 has been approved with requisite majority by way of an Ordinary Resolution.

**Item No.3:-**

**To elect Shri Amar Kushawha (DIN:11211580) as a Director on the Board of Directors of the Company.**

<b>Particulars</b>	<b>Number of Members</b>			<b>Number of Votes</b>			<b>%</b>
	<b>Remote E-Voting</b>	<b>E-voting at AGM</b>	<b>Total</b>	<b>Remote E-Voting</b>	<b>E-voting at AGM</b>	<b>Total</b>	
Voted in Favour	72	6	78	137386457	315	137386772	99.9999
Voted Against	25	0	25	132	0	132	0.0001
<b>Total</b>	<b>97</b>	<b>6</b>	<b>103</b>	<b>137386589</b>	<b>315</b>	<b>137386904</b>	<b>100</b>

The Item No.3 has been approved with requisite majority by way of an Ordinary Resolution.

**Item No.4:-**

**Appointment of Sanjay Vishnu Shetye, (DIN:01089380) as Non-Executive Independent Director of the Company.**

<b>Particulars</b>	<b>Number of Members</b>			<b>Number of Votes</b>			<b>%</b>
	<b>Remote E-Voting</b>	<b>E-voting at AGM</b>	<b>Total</b>	<b>Remote E-Voting</b>	<b>E-voting at AGM</b>	<b>Total</b>	
Voted in Favour	71	6	77	137386442	315	137386757	99.9999
Voted Against	26	0	26	147	0	147	0.0001
<b>Total</b>	<b>97</b>	<b>6</b>	<b>103</b>	<b>137386589</b>	<b>315</b>	<b>137386904</b>	<b>100</b>

The Item No.4 has been approved with requisite majority by way of a Special Resolution.

**Item No.5:-**

**Appointment of CA. Alok Kumar Agrawal, (DIN:09395495) as Non-Executive Independent Director of the Company**

<b>Particulars</b>	<b>Number of Members</b>			<b>Number of Votes</b>			<b>%</b>
	<b>Remote E-Voting</b>	<b>E-voting at AGM</b>	<b>Total</b>	<b>Remote E-Voting</b>	<b>E-voting at AGM</b>	<b>Total</b>	
Voted in Favour	72	6	78	137386457	315	137386772	99.9999
Voted Against	25	0	25	132	0	132	0.0001
<b>Total</b>	<b>97</b>	<b>6</b>	<b>103</b>	<b>137386589</b>	<b>315</b>	<b>137386904</b>	<b>100</b>

The Item No.5 has been approved with requisite majority by way of a Special Resolution.

**Item No.6:-****Ratification of remuneration to Cost Auditor for the financial year 2025-26**

<b>Particulars</b>	<b>Number of Members</b>			<b>Number of Votes</b>			<b>%</b>
	<b>Remote E-Voting</b>	<b>E-voting at AGM</b>	<b>Total</b>	<b>Remote E-Voting</b>	<b>E-voting at AGM</b>	<b>Total</b>	
Voted in Favour	72	6	78	137386457	315	137386772	99.9999
Voted Against	25	0	25	132	0	132	0.0001
<b>Total</b>	<b>97</b>	<b>6</b>	<b>103</b>	<b>137386589</b>	<b>315</b>	<b>137386904</b>	<b>100</b>

The Item No.6 has been approved with requisite majority by way of an Ordinary Resolution.

**Item No.7:-**

**Appointment of Secretarial Auditor for a term of five consecutive years from 2025-26 to 2029-30**

<b>Particulars</b>	<b>Number of Members</b>			<b>Number of Votes</b>			<b>%</b>
	<b>Remote E-Voting</b>	<b>E-voting at AGM</b>	<b>Total</b>	<b>Remote E-Voting</b>	<b>E-voting at AGM</b>	<b>Total</b>	
Voted in Favour	71	6	77	137386432	315	137386747	99.9998
Voted Against	26	0	26	157	0	157	0.0002
<b>Total</b>	<b>97</b>	<b>6</b>	<b>103</b>	<b>137386589</b>	<b>315</b>	<b>137386904</b>	<b>100</b>

The Item No.7 has been approved with requisite majority by way of an Ordinary Resolution.



# CHITRA LALITHA & ASSOCIATES

Practising Company Secretaries

Flat No. G, Senthil Flats, No.59,  
Burkit Road, T.Nagar, Chennai -600 0017  
Mail id: lbandco.cs@gmail.com; Contact No: + 91 99625 11540

The registers, all other papers and relevant records relating to e-voting shall remain in our safe custody and the same will be handed over to the Company Secretary for safe keeping after approval of minutes by the Chairman.

Thanking You,

Yours Sincerely,

For Chitra Lalitha and Associates  
Firm Registration Number: P2021TN085400  
Peer Review Certificate Number: 6325/2024

SUBRAMANIAM  
LALITHA  
AM LALITHA  
Digitally signed by  
SUBRAMANIAM  
LALITHA  
Date: 2025.09.25  
12:55:02 +05'30'

S Lalitha  
Partner  
FCS No.: 4464  
C P No.: 2666

Place: Chennai  
Date: 25<sup>th</sup> September, 2025  
UDIN: F004464G001335673

MANOJ  
KUMAR JAIN  
Digitally signed by  
MANOJ KUMAR JAIN  
Date: 2025.09.26  
10:29:42 +05'30'

Countersigned by:  
Manoj Kumar Jain  
Chairman and Managing Director  
DIN - 10690782  
For Madras Fertilizers Limited