एम.एफ.एल.
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 : 2594 1001 / फैक्स 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
ISO 14001 : 2015 APPROVED BY ICS
VIJAY MADRAS FERTILIZERS

CS/NSE/2026/1353
September 01, 2026

Listing Department
National Stock Exchange of India Ltd
Plot No.C/I "G" Block
Bandra Kurla Complex
Bandra (E)
Mumbai – 400 051

SCRIP CODE: MADRASFERT

Dear Sir,

Sub: Notice of the 60th Annual General Meeting of Madras Fertilizers Limited

Pursuant to the provisions of Regulation 30 and Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Notice of the 60th Annual General Meeting of Members of the Company scheduled to be held on Thursday, September 24, 2026 at 11.00 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The aforesaid notice of AGM is also available on the website of the Company at www.madrasfert.co.in.

The Company is pleased to offer remote e-voting facility before the AGM and e-voting facility during the AGM to the Members through National Securities Depository Limited (NSDL) to enable them to cast their vote(s) electronically on the resolutions set forth in the Notice of the AGM. The instructions with respect to e-voting have been provided in the Notice of the AGM.

You are requested to notify the same to all the members of the Exchange and to take note of the above.

Thanking you,

Thank truly yours

SRINIVASA SARAVANAN J
Digitally signed by SRINIVASA SARAVANAN J
Date: 2026.09.01 13:47:11 +05'30'

J Srinivasa Saravanan
Company Secretary & Compliance Officer

Encl : a/a

MADRAS FERTILIZERS LIMITED

(A Government of India Undertaking)
CIN – L32201TN1966GOI005469
Regd. Office: Post Bag No.2, Manali, Chennai 600 068
Tel.044-25942281 / 25945489
Website:www.madrasfert.co.in email: cs@madrasfert.co.in

NOTICE

NOTICE is hereby given that the 60th Annual General Meeting (AGM) of Madras Fertilizers Limited will be held on Thursday, September 24, 2026, at 11.00 a.m. through Video Conference ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2026, 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.

2. To appoint a director in place of Mr. Mohammad Bagher Dakhili (DIN - 07704367) who retires by rotation and being eligible offers himself for reappointment and in this regard, to consider and if though fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 152 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), Mr. Mohammad Bagher Dakhili (DIN - 07704367) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

3. To appoint a director in place of Mr. Babak Bagherpour (DIN - 08341090) who retires by rotation and being eligible offers himself for reappointment and in this regard, to consider and if though fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Company Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Babak Bagherpour (DIN - 08341090) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

4. To appoint a director in place of Smt. Samieh Kokabi (DIN - 09066692) Who retires by rotation and being eligible offers herself for reappointment and in this regard, to consider and if though fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Company Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Smt. Samieh Kokabi (DIN - 09066692) who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. To authorize the Board of Directors of the Company to fix the remuneration of Statutory Auditors of the Company for the Financial Year 2026-27 in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013 and to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Statutory Auditors of the Company as appointed by the Comptroller & Auditor General of India for the Financial Year 2026-27."

SPECIAL BUSINESS

6. **Ratification of remuneration to Cost Auditor for the financial year 2026-27.**

To consider and, if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

"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, M/s. Aruna Prasad & Co., (Firm No.100883) Cost Accountant, appointed by the Board at its meeting held on May 12, 2026 as Cost Auditor to conduct the Cost Audit of the Company for fertilizers for the financial year 2026-27 as per the directions issued by the Central Government at a fee of ₹1,33,100/- plus taxes besides reimbursement out of pocket expenses at actuals be and is hereby ratified."

7. **Appointment of Dr. Ravada Satyanarayana (DIN: 11905587) as Non-Executive Independent Director of the Company**

To Consider and if through fit, to pass with or without modification, the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV of Companies (Appointment and Qualification of Director) 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, Dr. Ravada Satyanarayana (DIN:11905587), who was appointed 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(ii)-HR-PSU (e-38759) dated August 13, 2026 of appointment for a period of 3 years or until further orders, whichever is earlier, be and is hereby appointed as a Director of the Company with effect from 21.08.2026 and not liable to retire by rotation.

8. **Appointment of Shri Dipesh Kumar (DIN: 11904399) as Non-Executive Independent Director of the Company**

To Consider and if through fit, to pass with or without modification, the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with schedule IV of Companies (Appointment and Qualification of Director) Rules, 2014, and other application 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 Obligation and Disclosure Requirements) Regulations, 2015, Shri Dipesh Kumar (DIN:11904399), who was appointed 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 (iii)-HR-PSU (e-38759) dated August 13, 2026 of appointment for a period of 3 years or until further orders, whichever is earlier, be and is hereby appointed as a Director of the Company with effect from 20.08.2026 and not liable to retire by rotation.

By Order of the Board
For Madras Fertilizers Limited
Sd/-
Manoj Kumar Jain
Chairman & Managing Director
DIN: 10690782

Place: Chennai
Date : August 24, 2026

Note:

1. Pursuant to General Circular No.14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No.19/2021dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No.02/2022 dated May 05, 2022, Circular No.10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 3/2025 dated September 22, 2025 (collectively "General Circulars") and Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/ HO/CFD/CFDPoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (SEBI Circulars), have permitted companies to conduct General Meetings through Video Conference (VC) or Other Audio- Visual Means (OAVM) subject to compliance of various conditions mentioned therein, the 60th Annual General Meeting ('AGM') of the Company is being conducted through VC/OAVM Facility, without the physical presence of Members at a common venue. The deemed venue shall be the Registered Office of the Company.

2. Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meeting issued by the ICSI and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the MCA and SEBI Circulars, the Company is holding its Annual General Meeting (AGM) through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. For the said purpose, the Company has engaged the services of National Securities Depository Limited (NSDL) for conducting AGM through VC/OAVM. Further, NSDL has also been engaged for facilitating e-voting to enable the members to cast their votes electronically using remote e-voting system as well as e-voting during the AGM.

   The procedure for participating in the meeting through VC/OAVM is explained in the notes below.

3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material, relating to special business to be transacted at the meeting is annexed hereto.

4. Brief profile and other additional information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of the directors seeking appointment / re-appointment at the AGM, is also annexed to the Notice.

5. The relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection by the members at the registered office of the Company during normal business hours (between 10.00 A,M. and 01.00 P.M.) on all working days, from the date of circulation of this notice upto the date of the AGM. The relevant documents will also be made available on the website of the Company during the above mentioned period. Members seeking to inspect such documents can also send an email to cs@ madrasfert.co.in

   The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ("Act"), the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.

   Further, members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company latest by September 17, 2026 through email on cs@madrasfert. co.in. Such questions shall be taken up during the meeting or replied by the Company suitably.

6. Pursuant to the Section 105 of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a member of the Company. Since the AGM is being held through VC, the facility for the appointment of proxies by the members will not be available. However, the Body Corporates are entitled to appoint authorised representatives to attend

the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

7. Pursuant to the above mentioned Circulars, the Company will send the Annual Report for the financial year 2025-26 and AGM notice in electronic form only. The Notice of AGM and Annual Report for the financial year 2025-26 are also placed on the website of the Company i.e. www.madrasfert.co.in and the website of National Securities Depository Limited i.e. www.evoting.nsdl.com and at the relevant sections of the websites of the stock exchange i.e. National Stock Exchange of India Ltd. (www.nseindia.com).

8. The Notice is being sent only through electronic mode to all the Members/Beneficiaries, who have registered their email addresses with the Company/Registrar and Transfer Agent (RTA) namely M/s. Integrated Registry Management Services Private Limited or Depository/Depository Participant, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the MCA and SEBI Circulars.

9. The remote e-voting period begins on 21st day, September, 2026 at 9.00 A.M. (IST) and ends on 23rd day, September, 2026 at 5.00 P.M.(IST). During this period, members of the Company holding equity shares either in physical form or in dematerialised form, as on the cut-off date i.e.,17th day, September, 2026, may cast their vote electronically. The remote e-voting will not be allowed beyond the aforesaid date and time as the same shall be disabled by NSDL for voting thereafter.

   The facility for electronic voting system, shall also be made available at the AGM. The Members attending the AGM, who have not cast their votes through remote e-voting and are otherwise not barred from doing so, shall be able to exercise their voting rights at the AGM. The Members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the AGM.

   Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. There will be one e-vote for every Folio/Client ID irrespective of the number of joint holders. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on cut-off date and any person who is not a member as on that date should treat this Notice for information purposes only.

10. Members may join the AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 10.45 a.m. (IST) i.e. 15 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility, 15 minutes after the scheduled time to start the AGM. The facility of participation at the General Meeting through VC/OAVM will be made available for at least 1000 members on first come first served basis. However, the said restriction on account of first come first served principle shall not be applicable on large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

12. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/ Folio no., No. of shares, PAN, mobile number at cs@madrasfert.co.in on or before 14th September 2026. Only those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

13. The Board of Directors had appointed Mr. Subramanian Chandrasekar, Practicing Company Secretary (FCS No.6773) as the Scrutinizer to scrutinize the remote e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner. The Scrutinizer has communicated his willingness to be appointed for the said purpose.

14. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorised by him, who shall countersign the same and declare results (consolidated) within two working days from the conclusion of the meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company (www.Madrasfert.co.in) and the website of NSDL (www.evoting.nsdl.com) immediately after the declaration of result by the Chairman and in his absence, any Director/Officer of the Company authorised by the Chairman and the same will also be communicated to National Stock Exchange of India Limited. It shall also be displayed on the Notice Board at the Registered Office and the Corporate office of the Company.

15. With a view to using natural resources responsibly, we request shareholders to update their contact details including e-mail address, mandates, nominations, power of attorney, Bank details covering name of the Bank and branch details, Bank account number, MICR code, IFSC code, etc. with their depository participants and with RTA if shares are held in physical form to enable the Company to send all the communications electronically including Annual Report, Notices, Circulars, etc.

16. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.

17. Members are requested to notify the change in address if any, with Pin Code numbers immediately to the RTA i.e. M/s. Integrated Registry Management Services Private Limited, , Kences Towers, II Floor, No.1, Ramakrishna Street, T Nagar, Chennai 60017, Phone 044-28140801 to 803 email: einward@integratedindia.in.

18. Non-Resident Indian Members are requested to inform RTA or the Company any change in their residential status on return to India for permanent settlement, particulars of their Bank account maintained in India with complete name, branch, account type, account number and address of Bank with pin code number, if not furnished earlier. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

19. SEBI vide its circular dated January 25, 2022, has mandated that the listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold shares in physical form are advised to dematerialise their holdings.

20. Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], are requested to complete their KYC by writing to the Company's RTA, M/s. Integrated Registry Management Services Private Limited, through email to einward@integratedindia.in. Also the forms for updating the same are available at www.madrasfert.co.in.

    Further, in respect of shares held in electronic/demat form, the members may please contact their respective Depository Participant.

    SEBI vide its Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 has done away with the requirement of freezing of folios and referring frozen folios to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

21. SEBI vide its circular dated May 30, 2022 has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange Arbitration Mechanism for a dispute between a Listed Company and/or RTA and its Shareholders(s)/Investor(s). The said circular is available on the website of the Company at www.madrasfert.co.in.

22. Pursuant to SEBI Circular vide SEBI/HO/38/13(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, a special window has been opened for a period of one year from February 05, 2026 till February 04, 2027 for transfer and dematerialisation ("Demat") of physical securities which were sold/purchased prior to April 1, 2019.

    During this period, these securities that are lodged for transfer (shall be processed only in dematerialized (Demat) mode. The due process, as prescribed under applicable regulations, to be followed for all such transfer-cum-demat requests.

    Shareholders are requested to make use of this opportunity and reach out to RTA/ Company for any support that they may require. Kindly visit our website. www.madrasfert.co.in or weblink: https://madrasfert.co.in/finance/investors-information/

    THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE ANNUAL GENERAL MEETING ARE AS UNDER: -

    The remote e-voting period begins on 21st day, September 2026 at 9.00 A.M. (IST) and ends on 23rd day, September 2026 at 5.00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 17th day, September, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 17th day, September, 2026.

The instructions for Members for remote E-voting are as given below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under "IDeAS" section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL.	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call toll free number 022-48867000 and 022 - 24997000
Individual Shareholders holding Securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@ cdslindia.com or contact at toll free number 1800 22 55 33.

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cschandrasekar2015@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at

the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms Pallavi Mhatre, Senior Manager, National Security Depository Ltd Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat, Lower Pare, Mumbai or to be emailed at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to einward@integratedindia.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to einward@integratedindia.in
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. <u>Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.</u>
4. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (einward@integratedindia.in). The same will be replied by the company suitably.

The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013:

Item No 2: To appoint a director in place of Mr. Mohammad Bagher Dakhili (DIN - 07704367) who retires by rotation and being eligible offers himself for reappointment

Naftiran Intertrade Company (NICO) vide their letter No. CEO/95-27866 dated February 18, 2017 have communicated nomination of Mr. Mohammad Bagher Dakhili (DIN - 07704367), as Director on the Board of MFL / Board's Sub-Committees, with effect from February 18, 2017, in pursuance of Article 85 (a) & Article 86 (a) and (b) (iv & v) read with Article 88 of the Articles of Association of the Company.

The Company has received all Statutory Disclosures/ Declarations from Mr. Mohammad Bagher Dakhili, including (i) MBP 1, (ii) DIR 8, (iii) Declaration of Compliance with Code of Conduct, from the date of effective appointment.

The resolution seeks the Approval of members for the Re-appointment of Mr. Mohammad Bagher Dakhili as a NICO Nominee Director of the Company, pursuant to SEBI (LODR), Regulation 17 (1D) & the applicable amendments thereof.

No Director, Key Managerial Personnel or their relatives except Mr. Mohammad Bagher Dakhili, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in Item No. 2.

The approval of members by the way of Ordinary Resolution is submitted.

Profile of Shri Mohammad Bagher Dakhili

DIN	07704367
Date of Birth	12.10.1952
Date of appointment/Change in items of appointment	18.02.2017
Relationship with Directors KMP	NIL
Shareholding in the Company	NIL
Remuneration proposed to be paid	NIL
Expertise in specific functional area	He holds a Master's Degree in Materials Engineering from the University Leeds, England. He has more than 36 years of professional experience in Iranian Oil Refining Industries. He has also served as Managing Director in Abadan Oil Refining Company and Tabriz Oil Refining Company for a period of 12 years. He is also a NICO Nominee Director of Chennai Petroleum Corporation Limited (CPCL) Chennai.
Number of shares held in the Company as on March 31,2026	NIL
List of the Directorships held in other Listed Companies	01
Chairman/Member of the Committee of which he is a Director as on March 31,2026	00
Number of Board Meeting attended during the year 2025-2026	03

Item No 3: To appoint a director in place of Mr. Babak Bagherpour (DIN - 08341090) who retires by rotation and being eligible offers himself for reappointment.

Naftiran Intertrade Company (NICO) vide their letter No. CEO/97-32432 dated October 23, 2018 have communicated nomination of Mr. Babak Bagherpour (DIN - 08341090), as Director on the Board of MFL / Board's Sub-Committees, with effect from October 23, 2018, in pursuance of Article 85 (a) & Article 86 (a) and (b) (iv & v) read with Article 88 of the Articles of Association of the Company.

The Company has received all Statutory Disclosures/ Declarations from Mr. Babak Bagherpour, including (i) MBP 1, (ii) DIR 8, (iii) Declaration of Compliance with Code of Conduct, from the date of effective appointment.

The resolution seeks the Approval of members for the Re-appointment of Mr. Babak Bagherpour as a NICO Nominee Director of the Company, pursuant to SEBI (LODR), Regulation 17 (1D) & the applicable amendments thereof.

No Director, Key Managerial Personnel or their relatives except Mr. Babak Bagherpour, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in Item No. 3.

The approval of members by the way of Ordinary Resolution is submitted.

Profile of Mr. Babak Bagherpour

DIN	08341090
Date of Birth	09.03.1975
Date of appointment/Change in items of appointment	23.10.2018
Relationship with Directors/ KMP	NIL
Shareholding in the Company	NIL
Remuneration proposed to be paid	NIL

Expertise in specific functional area	He holds a Bachelor Degree in Mining Engineering (Exploration) from Tehran Polytechnic University and a Master's Degree in Reservoir Evaluation and Management from Heriot – Watt University, UK. He has more than 20 years of experience on Full Field Integrated Reservoir studies. He is presently the Country Manager of NICO in Azerbaijan. He is also a NICO Nominee Director of Chennai Petroleum Corporation Limited (CPCL) Chennai.
Number of shares held in the Company as on March 31,2026	NIL
List of the Directorships held in other Listed Companies	01
Chairman/Member of the Committee of which he is a Director as on March 31,2026	02
Number of Board Meeting attended during the year 2025-2026	03

Item No 4: To appoint a director in place of Smt. Samieh Kokabi (DIN - 9066692) who retires by rotation and being eligible offers herself for reappointment.

Naftiran Intertrade Company (NICO) vide their letter No. CEO/99-5133 dated December 13, 2020 have communicated nomination of Smt. Samieh Kokabi (DIN - 9066692), as Director on the Board of MFL / Board's Sub-Committees, with effect from February 10, 2021 in pursuance of Article 86 read with Article 88 of the Articles of Association of the Company.

The Company has received all Statutory Disclosures/ Declarations from Smt. Samieh Kokabi, including (i) MBP 1, (ii) DIR 8, (iii) Declaration of Compliance with Code of Conduct, from the date of effective appointment.

The resolution seeks the Approval of members for the reappointment of Smt. Samieh Kokabi as a NICO Nominee Director of the Company, pursuant to SEBI (LODR), Regulation 17 (1D) & the applicable amendments thereof.

No Director, Key Managerial Personnel or their relatives except Smt. Samieh Kokabi, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in Item No. 4.

The approval of members by the way of Ordinary Resolution is submitted.

Profile of Smt. Samieh Kokabi

DIN	09066692
Date of Birth	28.08.1970
Date of appointment/Change in terms of appointment	10.02.2021
Relationship with Directors/ KMP	NIL
Shareholding in the Company	NIL
Remuneration proposed to be paid	NIL
Expertise in specific functional area	She holds a Ph.D in International Oil and Gas Policies and Contracts Management and a Master's Degree in Management. She has been the Head of Downstream Division Project & Asset Department in NICO, Iran since 2019. She was the Head of planning project control and decision making on investment in oil industry, Tarhe Nasr during 2007 – 2010. She was the Senior Expert of upstream section of Energy Comprehensive Plan during 2010 – 2014.
Number of shares held in the Company as on March 31,2026	NIL
List of the Directorships held in other Listed Companies	NIL
Chairman/Member of the Committee of which she is a Director as on March 31,2026	NIL
Number of Board Meeting attended during the year 2025-2026	03

Item No.6: Ratification of Remuneration paid to Cost Auditor for the year 2026-27.

The Company is required to have its cost records audited by a Cost Accountant in practice. Accordingly, the Board at its meeting held on 12.05.2026 on the recommendation of the Audit Committee, approved the appointment of M/s. Aruna Prasad & Co, (Firm No.100883) to conduct the audit of the cost records of the Company for fertilizer, for the Financial Year ending March 31, 2027 at a remuneration of Rs.1,33,100/- plus tax as applicable and reimbursement of out of pocket expenses at actuals.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company.

Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2027 as set out in the resolution, for the services rendered/to be rendered by the Cost Auditor.

None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary resolution.

Item No.7:Appointment of Dr. Ravada Satyanarayana (DIN - 11905587) as Non- Executive Independent Director of the Company.

Department of Fertilizers, vide letter No. 95/01/2025(ii)-HR-PSU (e-38759) dated August 13, 2026, communicated the appointment of Dr. Ravada Satyanarayana as Non-Official Independent Director on the Board of Madras Fertilizers Limited for a period of three year from the date of notification of appointment or until further orders, whichever is earlier. Dr. Ravada Satyanarayana has been allotted Director Identification Number (DIN), on 21.08.2026 and consequently appointed as an Independent Director on the Board of the Company, with effect from 21.08.2026.

Dr. Ravada Satyanarayana fulfills the requirements of an Independent Director under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (LODR) Regulations. The Company has received his consent in Form DIR-2, intimation in Form DIR-8 and Declaration of Independence under Section 149(6) of the Act.

Dr. Ravada Satyanarayana possesses diverse skills, leadership capabilities, expertise in governance and finance, risk management and vast business experience, which are considered relevant for the position of Independent Director.

The Board of Directors, vide Circular Resolution No. 11/2026 dated August 18, 2026, accorded approval by majority for his appointment as an Independent Director, subject to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and recommended to the Shareholders for their approval.

Accordingly, the resolution seeks the Approval of the members for the appointment of Dr. Ravada Satyanarayana as an Independent Director for a period of three years from the date of appointment, and not liable to retire by rotation.

The Board recommends the resolution set forth in Item No. 7 for approval of the members by way of Special Resolution.

Except Dr. Ravada Satyanarayana, to whom the resolution relates, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

Profile of Dr. Ravada Satyanarayana

DIN	11905587
Date of Birth	01-08-1964
Date of appointment/ Change in terms of appointment	21.08.2026
Relationship with Directors/KMP	Nil
Shareholding in the Company	Nil
Remuneration proposed to be paid	Not applicable, only Sitting fees is payable

Expertise in specific functional area	He holds a Ph.D. and Master's Degree in Political Science and has over 35 years of experience in higher education governance, public administration and academic administration He has served in various academic and administrative positions, including Principal of Government Degree College and Professor/ Principal in reputed educational institutions. He has expertise in institutional development, curriculum design, faculty coordination, NAAC accreditation and quality assurance. He has also been actively involved in implementation of NEP 2020, skill development and employability initiatives, government coordination, community outreach and strategic institutional development.
Number of shares held in the Company as on March 31,2026	Nil
List of the Directorships held in other Listed Companies	Nil
Chairman/Member of the Committee of Directors of other Companies in which he/she is a Director as on March 31,2026	Nil
Number of Board Meeting attended during the year 2025-2026	Not Applicable

Item No.8: Appointment of Shri Dipesh Kumar (DIN - 11904399) as Non- Executive Independent Director of the Company.

Department of Fertilizers, vide letter No. 95/01/2025(iii)-HR-PSU (e-38759) dated August 13, 2026, communicated the appointment of Shri Dipesh Kumar (DIN-11904399) as Non-Official Independent Director on the Board of Madras Fertilizers Limited for a period of three year from the date of notification of appointment or until further orders, whichever is earlier.

Shri Dipesh Kumar has been allotted Director Identification Number (DIN), on 20.08.2026 and consequently appointed as an Independent Director on the Board of the Company, with effect from 20.08.2026.

Shri Dipesh Kumar (DIN - 11904399) fulfills the requirements of an Independent Director under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (LODR) Regulations. The Company has received his consent in Form DIR-2, intimation in Form DIR-8 and Declaration of Independence under Section 149(6) of the Act.

Shri Dipesh Kumar (DIN-11904399) possesses diverse skills, leadership capabilities, expertise in governance and finance, risk management and vast business experience, which are considered relevant for the position of Independent Director.

The Board of Directors, vide Circular Resolution No. 12/2026 dated August 18, 2026, accorded approval by majority for his appointment as an Independent Director, subject to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and recommended to the Shareholders for their approval.

Accordingly, the resolution seeks the approval of the members for the appointment of Shri Dipesh Kumar, (DIN - 11904399) as an Independent Director for a period of three years from the date of appointment and not liable to retire by rotation.

The Board recommends the resolution set forth in Item No. 8 for approval of the members by way of Special Resolution.

Except Shri Dipesh Kumar, to whom the resolution relates, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

Profile of Shri Dipesh Kumar

DIN	11904399
Date of Birth	20-02-1971
Date of appointment/ Change in terms of appointment	20-08-2026
Relationship with Directors/KMP	Nil
Shareholding in the Company	Nil
Remuneration proposed to be paid	Not applicable, only Sitting fees is payable
Expertise in specific functional area	He has over 25 years of experience in organizational and political leadership, with expertise in organization building, team management and public outreach. He has held various leadership positions in Bharatiya Janata Party (BJP), including District Minister, District President and District Organization In-charge. He has extensive experience in organizational development, membership drives, social initiatives, public relations, youth engagement and community outreach.
Number of shares held in the Company as on March 31,2026	Nil
List of the Directorships held in other Listed Companies	Nil
Chairman/Member of the Committee of Directors of other Companies in which he/she is a Director as on March 31,2026	Nil
Number of Board Meeting attended during the year 2025-2026	Not Applicable

By Order of the Board
For Madras Fertilizers Limited
Sd/-
Manoj Kumar Jain
Chairman & Managing Director
DIN: 10690782

Place: Chennai
Date : August 24, 2026