



Ref: TFL/SEC/51st AGM

13th September, 2024

The Manager,
Listing Department
Department of Corporate Affairs
BSE Limited,
First floor, New Trading Ring,
Rotunda Building, Phiroze Jeejeebhoy Towers,
Dalal St, Mumbai - 400001

Scrip Code: 506808

Dear Sir,

Sub: Result of voting at the 51st AGM - Pursuant to the provisions of Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The 51st Annual General Meeting of the Company was held at 03.00 PM on 12th September, 2024 through Video Conferencing / Other Audio Visual Means.

Pursuant to the provisions of Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility through CDSL platform to its members for voting on resolutions proposed in the AGM Notice. E-voting commenced on 09th September, 2024 at 9:00 AM and ended on 11th September, 2024 at 5:00 PM.

As per the requirements of Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended, Members who had not availed the remote e-voting facility, were provided an opportunity to cast their vote during the meeting electronically.

M/s. KRA & Associates, Practicing Company Secretaries were appointed as the Scrutinizer for both remote e-voting and e-voting during the meeting. The voting by the members through remote e-voting and during the AGM have been consolidated and the Scrutinizer have submitted their report vide copy enclosed.

As per the Report of the Scrutinizer, all the resolutions proposed in the notice of the AGM have been duly passed with requisite majority, details of which are furnished in the report.

Yours faithfully,

For Tuticorin Alkali Chemicals and Fertilizers Limited

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C S Vijayalakshmi
Company Secretary

Encl.: As stated

Tuticorin Alkali Chemicals and Fertilizers Limited

88 Mount Road Guindy Chennai 600 032 India Tel +91 44 22352513 Fax +91 44 22352163
CIN: L24119TN1971PLC006083 Email · info@tafert.com Website: www.tafert.in

KRA & ASSOCIATES PRACTICING COMPANY SECRETARIES

PARTNERS

OS R.KANNAN

OS AISHWARYA

SRI SANKARA GURUKRIPA ILLAM

Regd OFF. : No. 6A, 10th Street,
New Colony, Adambakkam,
Chennai - 600 088

E -mail : gkrkgram@yahoo.in
Ph: 044 - 40051764

SCRUTINIZER'S REPORT FOR E-VOTING

[Pursuant to Section(s) 108 of the Companies Act, 2013 ["the Act"], read with Rule 20 of the Companies [Management & Administration] Rules, 2014 and other applicable provisions of the Act]

To:

Mr. Ashwin Muthiah
Chairman of the Meeting
Tuticorin Alkali Chemicals and Fertilizers Limited
CIN: L24119TN1971PLC006083
SPIC House, 88, Mount Road, Guindy, Chennai – 600032

Dear Sir,

Sub: Scrutinizer's Report on the resolutions passed through electronic means (Event no 240820023) conducted for the 51st Annual General Meeting (AGM) of TUTICORIN ALKALI CHEMICALS AND FERTILIZERS LIMITED on 12/09/2024 through video conferencing ("VC") or other audio-visual means ("OAVM") at the deemed venue i.e., Registered Office of the Company.

We, M/s. KRA & ASSOCIATES, Practicing Company Secretaries having office at No. 6A, 10th Street, New Colony, Adambakkam, Chennai – 600 088 were appointed as the Scrutinizer by the Board of Directors of the Company held at its meeting on 12th September 2024 to scrutinize the remote e-voting process commenced between 09:00 am on 9th September 2024 and ended at 5:00 PM on 11th September 2024 and e-voting during the AGM held through Video Conferencing (VC) as per the framework issued by the Ministry of Corporate Affairs (MCA) vide their General Circular No. 09/2023 & No.2/2022 and 19/2021, and other Circulars issued by MCA in relation to conduct of AGM via VC, read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by Securities and Exchange Board of India (SEBI) and other circulars issued by SEBI in relation to conduct of AGM via VC hereinafter collectively referred to as ("Circulars") , Regulation 44 of SEBI (Listing Obligation and disclosure Requirements), Regulations, 2015 Secretarial Standard-2 on "General Meetings" issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the Resolutions mentioned in the AGM Notice dated 12th September 2024.

KRA & ASSOCIATES PRACTICING COMPANY SECRETARIES

PARTNERS

RS R.KANNAN

RS AISHWARYA

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The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights through electronic means on the Resolution(s) as set out in the Notice dated **12th September 2024**.

Responsibility as a Scrutinizer:

Our responsibility, as a Scrutinizer for the E-voting process for the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution set out in the notice of AGM, based on the reports generated from the e-voting system provided by the Cameo Corporate Services Limited, the authorised agency engaged by the Company for facilitating remote e-voting and e-voting facilities at the Annual General Meeting. We further confirm the AGM was conducted as per the procedure without any deviations.

In this connection, we submit hereunder the Scrutinizer's Report on the results of voting, through remote e-voting and e-voting at the AGM:

1. The members of the Company as on "Cut-off" date i.e., **5th September 2024**, were entitled to vote on the proposed Ordinary and Special business set out in the AGM Notice. In view of the above, we hereby submit consolidated report on the results of the remote e-voting and e-voting at the AGM in respect of the said resolution as under:

Resolution: 1 – ORDINARY BUSINESS – ORDINARY RESOLUTION:

To receive, consider and adopt the Financial Statements of the Company and other Reports for the year ended 31st March, 2024.

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution		
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes
Remote E-Voting	35	11,23,28,175	100%	0	0	0
E-voting at the AGM	30	4,856	100%	0	0	0
Total	65	11,23,33,031	100%	0	0	0

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KRA & ASSOCIATES PRACTICING COMPANY SECRETARIES

PARTNERS

 **R.KANNAN**

 **AISHWARYA**

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Resolution: 2 – ORDINARY BUSINESS – ORDINARY RESOLUTION:

To appoint a Director in place of Mrs. Devaki Ashwin Muthiah (DIN: 10073541), who retires by rotation and being eligible, offers herself for re-appointment.

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution		
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes
Remote E-Voting	35	11,23,28,175	100%	0	0	0
E-voting at the AGM	30	4,856	100%	0	0	0
Total	65	11,23,33,031	100%	0	0	0

Resolution:3 – SPECIAL BUSINESS – SPECIAL RESOLUTION

To approve an increase of managerial remuneration payable to Mr. E. Rajeshkumar (DIN:10207780), Whole-Time Director of the Company with effect from 01st June 2024.

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution		
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes
Remote E-Voting	35	11,23,28,175	100%	0	0	0
E-voting at the AGM	30	4,856	100%	0	0	0
Total	65	11,23,33,031	100%	0	0	0

Resolution: 4 – SPECIAL BUSINESS – ORDINARY RESOLUTION

To appoint Cost Auditor of the company for the Financial year 2024-2025 and fix remuneration.

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution		
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes
Remote E-Voting	35	112328175	100%	0	0	0
E-voting at the AGM	30	4856	100%	0	0	0
Total	65	112333031	100%	0	0	0

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Resolution: 5 – SPECIAL BUSINESS- ORDINARY RESOLUTION

To approve appointment of Mr. Govindarajan Dattatreyan Sharma (DIN: 08060285) as Independent Director of the company.

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution		
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes
Remote E-Voting	35	112328175	100%	0	0	0
E-voting at the AGM	30	4856	100%	0	0	0
Total	65	112333031	100%	0	0	0

Resolution: 6 – SPECIAL BUSINESS- ORDINARY RESOLUTION

To approve appointment of Mrs. Sashikala Srikanth (DIN:01678374) as Independent Director of the company.

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution		
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes
Remote E-Voting	35	112328175	100%	0	0	0
E-voting at the AGM	30	4856	100%	0	0	0
Total	65	112333031	100%	0	0	0

Resolution: 7 – SPECIAL BUSINESS- ORDINARY RESOLUTION

To approve appointment of Mr.Thanjavur Kanakaraj Arun (DIN:01263427) as Independent Director of the company.

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution		
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes
Remote E-Voting	35	112328175	100%	0	0	0
E-voting at the AGM	30	4856	100%	0	0	0
Total	65	112333031	100%	0	0	0

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KRA & ASSOCIATES PRACTICING COMPANY SECRETARIES

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Resolution: 8 – SPECIAL BUSINESS- ORDINARY RESOLUTION

To approve appointment of Mr.Ashwin C Muthiah (DIN:00255679) as Non Executive Non Independent Director and Chairman of the company.

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution		
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes
Remote E-Voting	35	112328175	100%	0	0	0
E-voting at the AGM	30	4856	100%	0	0	0
Total	65	112333031	100%			

Resolution: 9 – SPECIAL BUSINESS- ORDINARY RESOLUTION

To approve Material Related Party Transactions which are to be engaged by the company for a period commencing from 51st AGM upto 52nd AGM.

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution			Invalid Votes	
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes
Remote E-Voting	31	7180231	99.93	0	0	0	2	70561072
E-voting at the AGM	30	4856	0.67	0	0	0	0	0
Total	63	7185087	100*	0	0	0	0	0

Note: Two Shareholders have abstained from voting as they are related party to the Company.

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Resolution: 10 – SPECIAL BUSINESS- SPECIAL RESOLUTION

To approve u/s 186 to make investments and/or give loans or guarantees/ provide any security(ies) in connection with loans made to and to acquire byway of subscription, purchase or otherwise the securities of any other body corporate upto an aggregate amount not exceedingRs.400 crores

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution		
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes
Remote E-Voting	35	112328175	100%	0	0	0
E-voting at the AGM	30	4856	100%	0	0	0
Total	65	112333031	100%	0	0	0

Resolution: 11 – SPECIAL BUSINESS- SPECIAL RESOLUTION

To approve u/s 186 to make investments and/or give loans or guarantees/ provide any security(ies) in connection with loans made to and to acquire byway of subscription, purchase or otherwise the securities of any other body corporate upto an aggregate amount not exceedingRs.400 crores

Manner of E-Voting	Votes in Favour of Resolution			Votes against Resolution		
	No. of Members	No. of Votes	% of Votes	No. of Members	No. of Votes	% of Votes
Remote E-Voting	35	112328175	100%	0	0	0
E-voting at the AGM	30	4856	100%	0	0	0
Total	65	112333031	100%	0	0	0

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RESULTS:

We report that:-

1. We report that items No. 1, 2, – Ordinary Business – Ordinary Resolutions; Item No. 3-11 Special Business – Ordinary & Special Resolution items have all been passed with requisite majority.
2. *There were two votes casted which are marked invalid in Resolution No.9*

The Outcome of the 51th Annual General Meeting may be declared accordingly based on the voting results as reported herein above.

Date:13/09/2024

Place: Chennai

FOR KRA & ASSOCIATES

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R. Kannan

CP. No. 3363/ M. No. F6718

Peer Review No.: 5562/2024

UDIN: F006718F001215431

TO BE COUNTERSIGNED BY
WHOLE-TIME DIRECTOR

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