

Ref:TFL/2017/44thAGM



29<sup>th</sup> July, 2017

The Secretary  
Bombay Stock Exchange Limited  
Department of Corporate Communications  
Mumbai 400 001

Dear Sir

44<sup>th</sup> AGM Scrutinizer Report

The 44<sup>th</sup> Annual General Meeting of our Company was held on 28<sup>th</sup> July, 2017 at Rajah Annamalai Hall, Esplanade, Chennai 600 108,

Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided evoting facility through CDSL platform to its members for voting on Resolutions proposed in the AGM Notice.

For those who have not availed the evoting, voting through ballot was provided at the AGM venue. Mr. R Kannan Practicing Company Secretary, Chennai was appointed as the Scrutinizer for both evoting and voting at the AGM venue.

Mr. R Kannan has submitted the consolidated report on the evoting and the voting through ballot. The report submitted by Mr. R Kannan is enclosed.

As per the report of the Scrutinizer Mr. R Kannan all the 6 Resolutions both ordinary and special were passed with requisite majority.

Kindly take on record the report and do the needful.

Thanking you,

Yours faithfully  
For TUTICORIN ALKALI CHEMICALS  
AND FERTILISERS LIMITED

S-RAGHAVAN  
COMPANY SECRETARY

Encl:

**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@tacfert.com](mailto:info@tacfert.com)

Website : [www.tacfert.in](http://www.tacfert.in)

Ref:

Date :

**SCRUTINIZER'S REPORT FOR E VOTING AND POLL**

[Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 ["the Act"], read with Rule 20, 21 and 22 of the Companies [Management & Administration] Rules, 2014 and other applicable provisions of the Act]

To

The Whole-time Director  
**TUTICORIN ALKALIN CHEMICALS LIMITED,**  
(CIN: L24119TN1971PLC006083)  
88, Mount Road,  
Guindy,  
Chennai - 600 032

Dear Sir,

**Sub: Passing of resolution through Electronic means [EVSN: 170621008] as well as Poll conducted at the 44<sup>th</sup> Annual General Meeting of M/s. TUTICORIN ALKALI CHEMICALS AND FERTILIZERS LIMITED held on 28th day of July, 2017**

I, R. Kannan, M.Com., GDMM., ACMA., FCS, Practicing Company Secretary having office at No.6A, 10<sup>th</sup> Street, New Colony, Adambakkam, Chennai – 600 088, Tamil Nadu, India was appointed as the Scrutinizer by the Board of Directors of **M/s. Tuticorin Alkaline Chemicals Limited** for the e-voting held from 25<sup>th</sup> July, 2017 and ends on 28 July, 2017 under the CDSL platform viz. [www.evotingindia.com](http://www.evotingindia.com) and the Poll held at the Annual General Meeting.

**Responsibility of the Management**

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 and Poll, on the Resolution(s) as set out in the Notice dated 04 August 2016.

**Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the E-voting process and the voting at poll at the Annual General Meeting is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution(s) set out in the notice of Annual General Meeting, based on the reports generated from the e- voting system provided by the Central Depository Services [India] Limited (CDSL), the authorised agency engaged by the Company for providing e- voting facilities and also the ballot papers as received at the Annual General Meeting.

No ballot paper was found invalid.

In view of the above, I hereby submit my consolidated report on the results of the e- voting together with that of the ballot in respect of the said resolution(s) as under:


**R. Kannan M.Com., GDMM., ACMA., FCS**  
Practicing Company Secretary

No.6A, 10<sup>th</sup> Street,  
New Colony,  
Adambakkam,  
Chennai 600 088  
E-mail: [rkrc@yahoo.in](mailto:rkrc@yahoo.in)  
Ph: 044-43559396

**ORDINARY BUSINESS:**

**ITEM NO.1**

**ORDINARY RESOLUTION**

To receive, consider and adopt the Financial Statements for the year ended 31 March 2017 and the Reports of Directors and Auditors thereon.



RESOLVED THAT the Audited Financial Statement of the Company for the year ended 31st March, 2017 and the Report of the Board of Directors and Auditors' Report thereon be and are hereby received and adopted.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	1	0	6680113	0	99.99	0
Public	5	12	300	1302	0.01	100
Total	6	12	6680413	1302	100	100

**VOTES CAST AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	0	0	0	0	0	0
Public	1	0	50	0	100	100
Total	1	0	50	0	100	100

**INVALID VOTES**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL

**ITEM NO. 2****ORDINARY RESOLUTION**

To appoint a Director in place of Mr. G Ramachandran, (DIN 00051999), who retires by rotation and, being eligible offers himself for re-appointment,

RESOLVED THAT Mr. G. Ramachandran (DIN 00051999), who retires by rotation, be and is hereby reappointed as a Director of the Company.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	1	0	6680113	0	99.99	0
Public	5	12	300	1302	0.01	100
Total	6	12	6680413	1302	100	100




**VOTES CAST AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	0	0	0	0	0	0
Public	1	0	50	0	100	0
Total	1	0	50	0	100	0

**INVALID VOTES**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL

**ITEM NO. 3****ORDINARY RESOLUTION**

To appoint Auditors and fix their remuneration,

RESOLVED THAT M/s. MZSK & Associates, Chartered Accountants, Chennai, (Registration No.105047W) be and are hereby appointed as Auditors of the Company for a period of five years to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the AGM to be held in the year 2022 at a remuneration of Rs.5,00,000/- per annum for Statutory Audit, Tax Audit, Certificate for Cash Flow Statement, Corporate Governance and Limited Review as per SEBI (LODR), Regulations 2015 but exclusive of fees for other consultations, professional services, service tax and out-of pocket expenses, as determined by the Board of Directors.




**VOTES CAST IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	1	0	6680113	0	99.99	0
Public	5	12	300	1302	0.01	100
Total	6	12	6680413	1302	100	100

**VOTES CAST AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	0	0	0	0	0	0
Public	1	0	50	0	100	0
Total	1	0	50	0	100	0

**INVALID VOTES**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL

*R. Kannan*

**R. KANNAN**  
C.P.No:-3363  
PRACTICING COMPANY SECRETARY

**SPECIAL BUSINESS:****ITEM NO. 4****ORDINARY RESOLUTION**

Appointment of Mr. P R Tantri as Cost Auditor for the FY ended 31.03.2017

RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs.90,000/- plus applicable taxes and reimbursement of out of pocket expenses as approved by the Board of Directors to Mr. P R Tantri the Cost Auditor to conduct the audit of the Cost Records of the Company for the Financial Year ended 31st March, 2017 be and is hereby ratified. i. Basic Salary at the rate of Rs.1,25,000 (Rupees one lakh twenty five thousand only) per month. ii. Other Allowances and perquisites aggregating to Rs.1,75,000 (Rupees one lakh seventy five thousand only) per month iii. Contribution to Provident and Other Funds, Superannuation, Gratuity, leave eligibility and encashment shall be as per the applicable law/service rules of the Company and subject to the limits under (ii) above.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	1	0	6680113	0	99.99	0
Public	5	12	300	1302	0.01	100
Total	6	12	6680413	1302	100	100


**VOTES CAST AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	0	0	0	0	0	0
Public	1	0	50	0	100	0
Total	1	0	50	0	100	0

**INVALID VOTES**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL

**ITEM NO. 5****ORDINARY RESOLUTION****Amendment to the Memorandum of Association of the Company for change in the Capital Clause**

RESOLVED THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following Clause V:

"V. The Authorised Share Capital of the Company is Rs. 127,00,00,000 (Rupees one hundred and twenty seven crores) divided into 3,26,50,000 (three crores twenty six lakhs and fifty thousand) equity shares of Rs. 10 (Rupees Ten) each and 94,35,000 (ninety four lakhs and thirty five thousand) Redeemable Cumulative Preference Shares of Rs.100 (Rupees One hundred) each with the power to the Board to increase or reduce the capital of the Company and/or the nominal value of the shares and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights, as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board of Directors or the Company





in General Meeting, as applicable, in conformity with the provisions of the Act and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or subdivide the shares and to issue shares of higher or lower denominations in such manner as may for the time being be provided by the Articles of Association of the Company."

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	1	0	6680113	0	99.99	0
Public	5	12	300	1302	0.01	100
Total	6	12	6680413	1302	100	100

**VOTES CAST AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	0	0	0	0	0	0
Public	1	0	50	0	100	0
Total	1	0	50	0	100	0

*[Handwritten Signature]*



**INVALID VOTES**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL

**ITEM NO. 6****ORDINARY RESOLUTION**

Amendment to the Articles of Association of the Company

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any statutory modifications or re-enactments thereof for the time being in force), the existing Articles of Association of the Company be and is hereby altered by substituting the existing Article 3 with the following Article:

"3. The Authorised Share Capital of the Company is Rs. 127,00,00,000 (Rupees one hundred and twenty seven crores) divided into 3,26,50,000 (three crores twenty six lakhs and fifty thousand) equity shares of Rs. 10 (Rupees Ten) each and 94,35,000 (ninety four lakhs and thirty five thousand) Redeemable Cumulative Preference Shares of Rs.100 (Rupees One hundred) each"

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	1	0	6680113	0	99.99	0
Public	5	12	300	1302	0.01	100
Total	6	12	6680413	1302	100	100


**VOTES CAST AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	0	0	0	0	0	0
Public	1	0	50	0	100	0
Total	1	0	50	0	100	0

**INVALID VOTES**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL




Ref:

Date :

An annexure containing the details of the report on e-voting as well as the voting at the Poll against the said resolutions is attached.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

The Outcome of the 44th Annual General Meeting may be declared accordingly based on the voting results as reported hereinabove.

Date : 28/07/2017  
Place : Chennai

R. Kannan  
Practicing Company Secretary  
CP.No. 3363



COUNTER SIGNED BY THE CHAIRMAN OF THE  
MEETING

For TUTICORIN ALKALI CHEMICALS  
AND FERTILIZERS LIMITED



B NARENDRAN  
DIRECTOR/CHAIRMAN OF THE MEETING  
DIN : 01159394

Chennai  
29<sup>th</sup> July, 2017

