



Ref: TFL/2016/AGM/Voting

5<sup>th</sup> August, 2016

Bombay Stock Exchange Limited  
Dalal Street  
Mumbai – 400 001

Dear Sirs,

Scrip code 506808  
Voting Results of the 43<sup>rd</sup> AGM  
held on 4<sup>th</sup> August, 2016


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Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015, we submit the details regarding the voting results of the business transacted at the 43<sup>rd</sup> Annual General Meeting(AGM) of the members of the held on Thursday the 4<sup>th</sup> August, 2016.

We also enclosure the consolidated report of the scrutinizer on e-voting and voting through ballot paper at the AGM. The copy of the above is being uploaded in the website of our Company.

Thanking you,

Yours Faithfully,  
For TUTICORIN ALKALI CHEMICALS  
AND FERTILIZERS 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

Website : www.tacfert.in



CONSOLIDATED  
RESULTS OF THE E VOTING AND POLL AT THE 43<sup>rd</sup> AGM  
DATE OF AGM 4<sup>TH</sup> AUGUST 2016

S No.	Item No.	Results
ORDINARY BUSINESS		
1	Ordinary Resolution To adopt Audited Financial Statements for the year ended 31/03/2016 and the Board's and Auditors' Report thereon.	Passed by Majority
2	Ordinary Resolution To Re-appoint Thiru G. Ramachandran (DIN 00051999) as Director, who retires by rotation.	Passed by Majority
3	Ordinary Resolution To Appoint CNGSN & Associates LLP, Chartered Accountants, Chennai as Statutory Auditors and their Remuneration.	Passed Unanimously
SPECIAL BUSINESS		
4	SPECIAL RESOLUTION Reappointment of Thiru G Ramachandran (DIN 00051999) as Managing Director of the Company for a period of 3 years from 12 <sup>th</sup> Dec., '15 to 11 <sup>th</sup> Dec., '18.	Passed by Majority
5	SPECIAL RESOLUTIONS Authorise the Board to make investments upto an aggregate amount not exceeding Rs.5 crores.	Passed by Majority
6	ORDINARY RESOLUTION To ratify the payment of Remuneration of Rs.50,000/- (Exclusive of Taxes and reimbursement of out of pocket expenses) to Thiru P R Tantri, Cost Auditor, for the year ended 31 <sup>st</sup> March, 2016.	Passed by Majority

For TUTICORIN ALKALI CHEMICALS  
AND FERTILIZERS LIMITED

  
S RAGHAVAN  
COMPANY SECRETARY

5/8/2016



**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

Website : www.tacfert.in

Ref:

Date: 5/8/16

**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 Chairman of the Meeting  
43<sup>rd</sup> Annual General Meeting  
**TUTICORIN ALKALI CHEMICALS AND FERTILIZERS LIMITED**  
(CIN: L24119TN1971PLC006083)  
SPIC house  
88, Mount Road,  
Guindy,  
Chennai-600032

5/8/16

Dear Sir,

**Sub: Passing of resolution through Electronic means [EVSN 160701014] as well as Poll conducted at the 43<sup>rd</sup> Annual General Meeting of M/s. Tuticorin Alkali Chemicals And Fertilizers Limited held on 04<sup>th</sup> August 2016 .**

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 Alkali Chemicals And Fertilizers Limited** for the e-voting held from Saturday, the 30<sup>th</sup> day of July, 2016 at 1.00 p.m. to Wednesday, the 03<sup>th</sup> day of August, 2016 till 5.00 p.m. 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 25<sup>TH</sup> May 2016.


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:

**ORDINARY BUSINESS:**

**ITEM NO.1**

**ORDINARY RESOLUTION**

RESOLVED THAT the Audited Financial Statement of the Company for the year ended 31st March, 2016 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	BALLOT	E – VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	1	NIL	6680113	NIL	100	NA
Public	6	5	313	1759	100	99.43


**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	NIL	NIL	NIL	NIL	NA	NA
Public	NIL	1	NIL	10	NA	0.57

**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	NA	NA
Public	NIL	NIL	NIL	NIL	NA	NA

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

RESOLVED that Thiru 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	BALLOT	E – VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	1	NIL	6680113	NIL	100	NA
Public	5	4	263	1754	100	99.15

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	NIL	NIL	NIL	NIL	NA	NA
Public	NIL	2	NIL	15	NA	0.85

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	NA	NA
Public	NIL	NIL	NIL	NIL	NA	NA

**VOTES ABSTAINED**

PARTICULARS	NUMBER OF MEMBERS ABSTAINED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES ABSTAINED	
	E - VOTING	POLL	E - VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil
Public	1	Nil	50	Nil

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

RESOLVED that M/s. CNGSN & Associates LLP, Chartered Accountants, Chennai, (Registration No.004915S/S200036) be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the next AGM, at a remuneration of Rs.5,00,000/- for Statutory Audit, Tax Audit, Certificate for Cash Flow Statement, Corporate Governance and Limited Review as per SEBI(LORD), Regulation 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	BALLOT	E - VOTING	BALLOT	E - VOTING	BALLOT
Promoter and Promoter group	1	NIL	6680113	NIL	100	NA
Public	6	6	313	1769	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	NIL	NIL	NIL	NIL	NA	NA
Public	NIL	NIL	NIL	NIL	NA	NA

#### 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	NA	NA
Public	NIL	NIL	NIL	NIL	NA	NA

#### SPECIAL BUSINESS:

##### ITEM NO. 4

##### SPECIAL RESOLUTION

RESOLVED THAT pursuant to Sections 196 and 197 read in conjunction with the Schedule V, and other applicable provisions, if any, of the Companies Act, 2013, the Company hereby accords its consent and approval for the reappointment of Thiru G. Ramachandran (DIN 00051999) as Managing Director of the Company for a period of three years from 12<sup>th</sup> December, 2015 to 11th December, 2018 on the following terms and conditions and liable to retire by rotation.

- Salary Rs.15.60 lakhs per annum;
- Reimbursement towards maintenance of Company's car (including driver wages) and residential communication facilities not exceeding Rs.4.40 lakhs per annum.





Provided that the balance amount, if any, remaining unspent in the previous year may be spent in the subsequent year(s), subject, however to the overall Limit of Rs.13.20 lakhs during the three year tenure of the appointment;

c. Leave as per rules of the Company. In the event of inadequacy or absence of profit during the tenure, Thiru G. Ramachandran, Managing Director, shall be entitled to the aforesaid remuneration approved by the Remuneration Committee as the minimum remuneration and the same shall be subject to the provisions of the applicable law or such other approvals as may be required under the relevant law.

**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	BALLOT	E -VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	1	NIL	6680113	NIL	100	NA
Public	5	5	263	1764	100	99.72

**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	NIL	NIL	NIL	NIL	NA	NA
Public	NIL	1	NIL	5	NA	0.28

*[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	NA	NA
Public	NIL	NIL	NIL	NIL	NA	NA

**VOTES ABSTAINED**

PARTICULARS	NUMBER OF MEMBERS ABSTAINED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES ABSTAINED	
	E -VOTING	POLL	E -VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil
Public	1	Nil	50	Nil

**ITEM NO. 5:****SPECIAL RESOLUTION**

RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) to exercise the powers conferred on the Board by this Resolution, to give loans to any person/body corporate and / or give any guarantee or provide security in connection with a


loan to any person/body corporate and / or acquire by way of subscription, purchase or otherwise, the securities of any Body Corporate up to an aggregate amount not exceeding Rs.5 corers notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.

#### 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	BALLOT	E – VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	1	NIL	6680113	NIL	100	NA
Public	5	5	263	1759	84.03	99.43

#### 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	NIL	NIL	NIL	NIL	NA	NA
Public	1	1	50	10	15.97	0.57


## 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	NA	NA
Public	NIL	NIL	NIL	NIL	NA	NA

## ITEM NO. 6

### ORDINARY RESOLUTION

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.50,000/- plus applicable taxes and reimbursement of out of pocket expenses as approved by the Board of Directors to Thiru P R Tantri the Cost Auditor to conduct the audit of the Cost Records of the Company for the Financial Year ended 31st March, 2016 is ratified.

## 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	BALLOT	E -VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	1	NIL	6680113	NIL	100	NA
Public	6	4	313	1754	100	99.15



#### 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	NIL	NIL	NIL	NIL	NA	NA
Public	NIL	2	NIL	15	NA	0.85

#### 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	NA	NA
Public	NIL	NIL	NIL	NIL	NA	NA

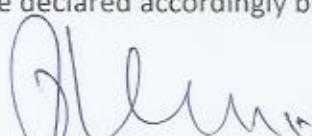
An annexure containing the details of the report on e-voting as well as the voting at the Poll against the said resolutions is attached.

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

The Outcome of the 43<sup>rd</sup> Annual General Meeting may be declared accordingly based on the voting results as reported hereinabove.

Date : 05.08.2016

Place : Chennai

  
R. Kannan  
Practicing Company Secretary  
CP.No. 3363

