



# नेशनल फर्टिलाइजर्स लिमिटेड

(भारत सरकार का उपक्रम)

कॉरपोरेट कार्यालय : ए-11, सैक्टर-24, नोएडा - 201301

जिला गौतम बुद्ध नगर (उ.प्र.),

दूरभाष : 0120 2412294, 2412445, फैक्स : 0120-2412397



# NATIONAL FERTILIZERS LIMITED

(A Govt. Of India Undertaking)

Corporate Office : A-11, Sector-24, Noida-201301,

Distt. Gautam Budh Nagar (U.P.)

Ph.: 0120-2412294, 2412445, Fax : 0120-2412397

No. NFL/SEC/SE/ 1408

Dated: 18.09.2019

Dy. General Manager (Corp. Relations),  
Bombay Stock Exchange Limited,  
Floor 25, Phiroze-Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001.

Asstt. Vice President (Listing),  
National Stock Exchange of India  
Limited,  
Registered Office (Exchange Plaza),  
C-1, Block-G, Bandra Kurla Complex,  
Bandra (E), Mumbai – 400051

Sub: Proceedings of 45<sup>th</sup> Annual General Meeting of the Company held on  
18.09.2019.

Dear Sir,

Pursuant to Regulation 30 read with Part –A of Schedule –III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the proceedings of 45<sup>th</sup> Annual General Meeting of the Company held on 18<sup>th</sup> September, 2019.

The above is for information and record.

Thanking you,

Yours faithfully,  
For National Fertilizers Limited.

(Raj Kumar)  
Company Secretary

Encl: As above



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### Sub: Proceedings of 45<sup>th</sup> Annual General Meeting (AGM) of National Fertilizers Limited.

45<sup>th</sup> Annual General Meeting of the Company was held on Wednesday, 18<sup>th</sup> September, 2019 at 2:30 P.M. at Joseph Stein Auditorium, India Habitat Centre, Lodhi Road, New Delhi – 110003.

Shri Manoj Mishra, Chairman & Managing Director, chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. The Chairman thereafter delivered his address to the shareholders. With the consent of all the Members present, the Notice of AGM including Addendum thereto and Board's Report were taken as read. Company Secretary read out the Auditors' Report, C&AG Comment, Observations of Secretarial Auditor, Observations of Statutory Auditors on Corporate Governance and Explanations of Management thereto.

The Chairman informed the Members that pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had offered Remote e-voting facility to its Members to exercise their right to vote by electronic means from Sunday, 15<sup>th</sup> September, 2019 (9.00 A.M.) to Tuesday, 17<sup>th</sup> September, 2019 (5:00 P.M.).

The Company Secretary proposed items of business set out in the Notice of AGM including Addendum thereto for approval of Members and Chairman explained objective and implications, of the resolutions enlisted in the AGM Notice including Addendum thereto, which were as under:-

Item No.	Business Item	Resolution
<b>Ordinary Business</b>		
1.	To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements for the F.Y. ended March 31 <sup>st</sup> , 2019.	Ordinary
2.	To declare final dividend of ₹0.77 per equity share for the financial year ended March 31 <sup>st</sup> , 2019 and to confirm the interim dividend of ₹1.09 per equity share, already paid in the month of February, 2019.	Ordinary
3.	To re-appoint a director in place of Shri Devinder Singh Ahuja (DIN: 07687173), who retires by rotation.	Ordinary
4.	To re-appoint a director in place of Shri Dharam Pal (DIN: 02354549), who retires by rotation.	Ordinary

5.	To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditor(s) of the Company for the Financial Year 2019-20.	Ordinary
<b>SPECIAL BUSINESS</b>		
6.	To appoint Shri Virendra Nath Datt (DIN: 07823778) as Director (Marketing) of the Company.	Ordinary
7.	To appoint Shri Partha Sarthi Sen Sharma (DIN: 03210350) as Government Nominee Director on the Board of the Company.	Ordinary
8.	To ratify the remuneration of the Cost Auditors for the financial year ending March 31 <sup>st</sup> , 2020.	Ordinary
9.	To increase the borrowing limits of the Company.	Special
10.	To approve the creation of charges, mortgages, hypothecation on the immovable and movable properties of the Company under section 180(1)(a) of the Companies Act, 2013.	Special
11.	To appoint Shri Yash Paul Bhola (DIN: 08551454) as Director (Finance) of the Company.	Ordinary

Company Secretary informed the Members that Shri Sachin Agarwal, Practicing Company Secretary of M/s. Agarwal S. & Associates had been appointed as the Scrutinizer to scrutinize the e-voting process as well as voting at the AGM.

Thereafter, shareholders who had not voted electronically were requested to cast their vote on the polling paper made available to them and to drop the same in the Ballot Boxes placed in the auditorium after all the resolutions were read out.

After the casting of votes through ballot papers by the shareholders, the Ballot Boxes were taken over by the Scrutinizer, Shri Sachin Agarwal, under his custody.

It was informed that counting of the votes and verification of the Polling Papers would take some time, the result of the poll alongwith the result of Remote e-voting would be hoisted on website of the Company and NSDL on or before 20.09.2019. The results shall be simultaneously forwarded to BSE and NSE. The results will also be displayed on the Notice Board of the Company at its Registered Office.

Members present were given the opportunity to raise queries and seek clarifications, if any. The Chairman responded to the queries raised by the Members. Thereafter, Director (Technical) offered the vote of thanks to the Members.

The meeting concluded at 3:50 P.M.

It is hereby confirmed that the meeting was called, convened, held and conducted as per the provisions of the Companies Act, 2013, the rules notified thereunder and Secretarial Standards issued by the ICSI.

*R. Kumar*

(Raj Kumar)

Company Secretary  
ACS-11914

**Place: New Delhi.**

**Date: 18.09.2019**