



# नेशनल फर्टिलाइजर्स लिमिटेड

(भारत सरकार का उपक्रम)

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

जिला गौतम बुद्ध नगर (उ.प्र.),

दूरभाष : 0120 2012294, 2412445, फ़ैक्स : 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/840

Dated: 26.12.2022

National Stock Exchange of India Ltd., (Exchange Plaza), C-1, Block-G, Bandra Kurla Complex, Bandra (E), Mumbai-400051.	BSE Limited, Corporate Relationship Department, 1st Floor, New Trading Wing, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001
NSE Symbol: NFL	BSE Script Code: 523630

**Sub: Compliance under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir,

This is in furtherance to our earlier communication dated 23.11.2022 enclosing Postal Ballot Notice seeking approval of members of Company for appointment of Director by Postal Ballot through remote e-voting Process.

The remote e-voting period for casting the votes had commenced on 25<sup>th</sup> November, 2022 (9:00 AM) and ended on 24<sup>th</sup> December, 2022 (5:00 PM). In this regard, we wish to inform you that the resolution as set out in above notice has been passed with requisite majority.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, we are enclosing herewith the voting results of said Postal Ballot along with the report of Scrutinizer.

The voting results and the Report of Scrutinizer are also being hosted on the website of the Company i.e. [www.nationalfertilizers.com](http://www.nationalfertilizers.com).

This is submitted for your intimation and records.

Thanking you,

Yours faithfully  
For National Fertilizers Limited

(Ashok Jha)  
Company Secretary

Encl: As above.

<b>NATIONAL FERTILIZERS LIMITED</b>	
Date of Postal Ballot	25.11.2022 to 24.12.2022
Total number of shareholders on record date	124919
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	NA
Public:	NA
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	NA
Public:	NA

Resolution No.	1							
Resolution required: (Ordinary/ Special)	Ordinary (To appoint Shri Rajan Kanwar (DIN: 09772867), as Director (Technical) of the Company)							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E- Voting	366529532	366529532	100.00	366529532	0	100.00	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		366529532	100.00	366529532	0	100.00	0.00
Public- Institutions	Remote E- Voting	65471467	55207143	84.32	55207143	0	100.00	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		55207143	84.32	55207143	0	100.00	0.00
Public- Non Institutions	Remote E- Voting	58577401	280808	0.48	268866	11942	95.75	4.25
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0.00	0	0.00	0.00
	Total		280808	0.48	268866	11942	95.75	4.25
<b>Total</b>		<b>490578400</b>	<b>422017483</b>	<b>86.0245</b>	<b>422005541</b>	<b>11942</b>	<b>100.00</b>	<b>0.00</b>







**Scrutinizer's Report**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To,  
The Chairman  
**National Fertilizers Limited,**  
**Scope Complex, Core-III- 7, Institutional Area,**  
**Lodhi Road, New Delhi - 110003**

**Sub: - Scrutinizer's Report on postal ballot voting by way of electronic means in respect of passing of the resolution set-out in the notice dated 16<sup>th</sup> November, 2022 through Postal Ballot.**

Dear Sir,

I, Sachin Agarwal, Company Secretary in practice and Partner, M/s. Agarwal S. & Associates, Practising Company Secretaries, Delhi (C.P. No.5910) had been appointed as Scrutinizer by the Board of Directors of National Fertilizers Limited ("the Company") for the purpose of scrutinizing the Postal Ballot voting conducted by way of e-voting process ("e-voting") in a fair and transparent manner on the resolution contained in the postal ballot notice dated 16<sup>th</sup> November, 2022 ("Notice") issued pursuant to and in compliance with the provisions of Section 110 read with Section 108 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, including General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, to the extent applicable and pursuant to other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders has been obtained through the process of said Postal Ballot.

The said appointment as Scrutinizer is under the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.



**1. Management's Responsibility**

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolution contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

**2. Scrutinizer's Responsibility**

My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" by the members in respect of the resolution contained in the Notice. My report is based on verification of data and reports generated from the voting system provided by National Securities Depository Limited ("NSDL"), the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and papers/ documents furnished to me electronically till the time fixed for closing of the e-voting process i.e. till Saturday, December 24<sup>th</sup>, 2022 at 5:00 P.M. (IST).

**3. Cut-off Date**

The Members of the Company as on the "Cut-off" date as set out in the Notice i.e. **Friday, 18<sup>th</sup> November, 2022** were entitled to vote on the resolution set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

**4. E-Voting Process**

- i. The e-voting period remained open from **Friday, November 25<sup>th</sup>, 2022 at 9:00 A.M. (IST) to Saturday, December 24<sup>th</sup>, 2022 at 5:00 P.M. (IST).**
- ii. The votes cast during the e-voting were unblocked on **Saturday, 24<sup>th</sup> December, 2022 after the conclusion of e-voting period for Postal Ballot and was witnessed** by two witnesses, Mr. Shailendra Singh and Ms. Garima, who are not in the employment of the Company and / or National Securities Depository Limited (NSDL). They have signed below in confirmation of the same.

**Shailendra Singh**  
(Witness 1)

Digitally signed by Shailendra Singh  
DN: cn=Shailendra Singh, o=Garima Grover, ou=Garima Grover, email=shailendra.singh@garimagrover.com, c=IN  
Date: 2022.12.26 13:28:59 +05'30'

**GARIMA GROVER**  
(Witness 2)

Digitally signed by GARIMA GROVER  
DN: cn=Garima Grover, o=Garima Grover, ou=Garima Grover, email=garima.grover@garimagrover.com, c=IN  
Date: 2022.12.26 13:28:59 +05'30'

- iii. Thereafter, the details containing, inter alia, the list of Members who voted "in favour" or "against" on the resolution were generated from the e-voting website <https://www.evoting.nsdl.com>. Based on the report generated and relied upon by me, data on the e-voting was scrutinized.

5. I submit herewith the Scrutinizer's Report on the results of the e- voting for postal ballot, based on the report generated by National Securities Depository Limited, scrutinized and relied upon by me as under:

- i. **Ordinary Resolution** - To appoint Shri Rajan Kanwar (DIN: 09772867), as Director (Technical) of the Company

Total Valid Votes		Votes in Favour			Votes Against		
Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
609	422017483	560	422005541	99.99	49	11942	0.01

Notes:

- i. Aforesaid resolution contained in the Notice have been passed with requisite majority by the Members of the Company.
  - ii. The figures in percentage have been rounded off to 2 decimal points.
6. The electronic data and all other relevant records relating to e-voting were handed over to Sh. Ashok Jha, Company Secretary, NFL.

Thanking you,

**For Agarwal S. & Associates**  
**Company Secretaries**  
**(Firm's Registration No. P2003DE049100)**  
**Peer Review No. 2725/2022**

SACHIN Digitally signed  
by SACHIN  
AGARWA  
Date: 2022.12.26  
13:39:27 +05'30'  
AGARWA  
L

**Sachin Agarwal**

**Partner**

**FCS-5774**

**UDIN: F005774D002800709**

**Place: New Delhi**

**Date: 26.12.2022**

Countersigned by:



**Chairman & Managing Director**  
**National Fertilizers Limited (NFL)**





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Distt. Gautam Budh Nagar ( U.P.)

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

## Sub: Declaration of Results of Postal Ballot conducted through Remote e-voting.

In compliance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014 and relevant circulars issued by MCA and SEBI, Remote e-voting facility was provided to all the Members of the Company in respect of Items to be transacted through Postal Ballot.

The period of remote e-voting started at 9:00 A.M. on Friday, 25<sup>th</sup> November, 2022 and ended at 5:00 P.M. on Saturday, 24<sup>th</sup> December, 2022. Members, whose names appeared in the Register of Members/ Beneficial Owners as on the Cut-Off Date i.e. 18<sup>th</sup> November, 2022 were eligible for the purpose of remote e-voting.

Shri Sachin Agarwal, Partner of M/s Agarwal S. & Associates, Company Secretaries, was appointed as Scrutinizer for conducting remote e-voting in a true and fair manner. After completion of remote e-voting, Scrutinizer has handed over his Report. Based on the Report of Scrutinizer, the details of voting on the Resolution proposed in the Postal Ballot Notice dated 16.11.2022 are as under:-

S.No	Resolution	No. of votes in favour	% of votes in favour (approx.)	No. of votes against	% of votes against (approx.)
1.	Ordinary Resolution To appoint Shri Rajan Kanwar (DIN: 09772867), as Director (Technical) of the Company.	422005541	100.00	11942	0.00

Accordingly, as per the above voting results, the Resolution proposed through Postal Ballot has been approved with the requisite majority.

For National Fertilizers Limited

(Atul Baburao Patil)  
Chairman & Managing Director

Dated: 26.12.2022