



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, 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/1410

Dated: 20.09.2019

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

Dear Sir,

In Compliance under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the voting results (in specified format) in respect of items of business transacted at the 45th Annual General Meeting of the Company held on 18th September, 2019 at 2:30 P.M. at Joseph Stein Auditorium, India Habitat Centre, Lodhi Road, New Delhi - 110003 alongwith the report of Scrutinizer.

Thanking you,

Yours faithfully,
For National Fertilizers Limited

(Raj Kumar)
Company Secretary

Date of the AGM	18.09.2019
Total number of shareholders on record date	64647
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	442
Public:	1
	441
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NA
Public:	

Agenda- wise disclosure

Resolution No. 1

Resolution Required : Ordinary

To receive, consider and adopt the Audited Financial Statements for the F.Y. ended 31.03.2019.

Whether promoter / promoter group are interested in the agenda / resolution ?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	366,529,532	366,529,532	100.00	366,529,532	0	100.00	-
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	366,529,532	366,529,532	100.00	366,529,532	0	100.00	-
Public – Institutional holders	E- Voting	70,545,440	58,335,491	82.69	58,335,491	-	100.00	-
	Poll		0	-	-	-	-	-
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	70,545,440	58,335,491	82.69	58,335,491	0	100.00	-
Public-Others	E- Voting	53,503,428	8,688,878	16.24	8,688,776	102	100.00	0.00
	Poll		2,743	0.01	2,724	19	99.31	0.69
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	53,503,428	8,691,621	16.24	8,691,500	121	100.00	0.00
Total		490,578,400	433,556,644	88.38	433,556,523	121	100.00	0.00

R. K. Gupta





Resolution No. 2									
Resolution Required : Ordinary					To declare final dividend for the Financial Year 2018-19 and confirm Interim Dividend on equity Share Capital paid in the month of February, 2019				
Whether promoter / promoter group are interested in the agenda / resolution ?					No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E- Voting	366,529,532	366,529,532	100.00	366,529,532	0	100.00	-	
	Poll		0	-	0	0	-	-	
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	366,529,532	366,529,532	100.00	366,529,532	0	100.00	-	
Public – Institutional holders	E- Voting	70,545,440	58,335,491	82.69	58,335,491	-	100.00	-	
	Poll		0	-	-	-	-	-	
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	70,545,440	58,335,491	82.69	58,335,491	0	100.00	-	
Public-Others	E- Voting	53,503,428	8,689,028	16.24	8,689,022	6	100.00	0.00	
	Poll		2,743	0.01	2,724	19	99.31	0.69	
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	53,503,428	8,691,771	16.25	8,691,746	25	100.00	0.00	
Total		490,578,400	433,556,794	88.38	433,556,769	25	100.00	0.00	





Resolution No. 3				To re-appoint Shri Devinder Singh Ahuja (DIN 07687173), as Director (Technical) who retires by rotation.				
Resolution Required : Ordinary				No				
Whether promoter / promoter group are interested in the agenda / resolution ?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	366,529,532	366,529,532	100.00	366,529,532	0	100.00	-
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	366,529,532	366,529,532	100.00	366,529,532	0	100.00	-
Public – Institutional holders	E- Voting	70,545,440	58,335,491	82.69	55,523,101	2,812,390	95.18	4.82
	Poll		0	-	-	-	-	-
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	70,545,440	58,335,491	82.69	55,523,101	2,812,390	95.18	4.82
Public-Others	E- Voting	53,503,428	8,688,628	16.24	8,686,661	1,967	99.98	0.02
	Poll		2,743	0.01	2,724	19	99.31	0.69
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	53,503,428	8,691,371	16.24	8,689,385	1,986	99.98	0.02
Total		490,578,400	433,556,394	88.38	430,742,018	2,814,376	99.35	0.65



Resolution No. 4
Resolution Required : Ordinary

To re-appoint Shri Dharam Pal (DIN 02354549), as Director who retires by rotation.

Whether promoter / promoter group are interested in the agenda / resolution ?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - favour	in	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4		5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	366,529,532	366,529,532	100.00	366,529,532		0	100.00	-
	Poll		0	-	0	0	-	-	
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.		N.A.	N.A.	N.A.
	Total	366,529,532	366,529,532	100.00	366,529,532		0	100.00	-
Public – Institutional holders	E- Voting	70,545,440	58,335,491	82.69	55,523,101		2,812,390	95.18	4.82
	Poll		0	-	-	-	-	-	
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.		N.A.	N.A.	N.A.
	Total	70,545,440	58,335,491	82.69	55,523,101		2,812,390	95.18	4.82
Public-Others	E- Voting	53,503,428	8,688,928	16.24	8,686,961		1967	99.98	0.02
	Poll		2,743	0.01	2,724	19	99.31	0.69	
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.		N.A.	N.A.	N.A.
	Total	53,503,428	8,691,671	16.25	8,689,685		1,986	99.98	0.02
Total		490,578,400	433,556,694	88.38	430,742,318		2,814,376	99.35	0.65



Resolution No. 5									
Resolution Required : Ordinary				To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditor(s) of the Company in terms of the provisions of Section 142(1) of the Companies Act, 2013.					
Whether promoter / promoter group are interested in the agenda / resolution ?				No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E- Voting	366,529,532	366,529,532	100.00	366,529,532	0	100.00	-	
	Poll		0	-	0	0	-	-	
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	366,529,532	366,529,532	100.00	366,529,532	0	100.00	-	
Public – Institutional holders	E- Voting	70,545,440	58,335,491	82.69	58,335,491	-	100.00	-	
	Poll		0	-	-	-	-	-	
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	70,545,440	58,335,491	82.69	58,335,491	0	100.00	-	
Public-Others	E- Voting	53,503,428	8,688,228	16.24	8,687,161	1,067	99.99	0.01	
	Poll		2,743	0.01	2,724	19	99.31	0.69	
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	53,503,428	8,690,971	16.24	8,689,885	1,086	99.99	0.01	
Total		490,578,400	433,555,994	88.38	433,554,908	1,086	100.00	0.00	



Resolution No. 6									
Resolution Required : Ordinary					To appoint Shri Virendra Nath Datt (DIN: 07823778), as Director (Marketing) of the Company.				
Whether promoter / promoter group are interested in the agenda / resolution ?					No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E- Voting	366,529,532	366,529,532	100.00	366,529,532	0	100.00	-	
	Poll		0	-	0	0	-	-	
	Postal Ballot (if		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	366,529,532	366,529,532	100.00	366,529,532	0	100.00	-	
Public – Institutional holders	E- Voting	70,545,440	58,335,491	82.69	55,523,101	2,812,390	95.18	4.82	
	Poll		0	-	-	-	-	-	
	Postal Ballot (if		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	70,545,440	58,335,491	82.69	55,523,101	2,812,390	95.18	4.82	
Public-Others	E- Voting	53,503,428	8,688,928	16.24	8,687,886	1,042	99.99	0.01	
	Poll		2,743	0.01	2,623	120	95.63	4.37	
	Postal Ballot (if		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	53,503,428	8,691,671	16.25	8,690,509	1,162	99.99	0.01	
Total		490,578,400	433,556,694	88.38	430,743,142	2,813,552	99.35	0.65	





Resolution No. 7								
Resolution Required : Ordinary				To appoint Shri Partha Sarthi Sen Sharma (DIN: 03210350) as Government Nominee Director on the Board of the Company.				
Whether promoter / promoter group are interested in the agenda / resolution ?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	366,529,532	366,529,532	100.00	366,529,532	0	100.00	-
	Poll		0	-	0	0	-	-
	Postal Ballot (if	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	366,529,532	366,529,532	100.00	366,529,532	0	100.00	-
Public – Institutional holders	E- Voting	70,545,440	58,335,491	82.69	55,927,973	2,407,518	95.87	4.13
	Poll		0	-	-	-	-	
	Postal Ballot (if	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	70,545,440	58,335,491	82.69	55,927,973	2,407,518	95.87	4.13
Public-Others	E- Voting	53,503,428	8,688,928	16.24	8,687,886	1,042	99.99	0.01
	Poll		2,743	0.01	2,623	120	95.63	4.37
	Postal Ballot (if	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	53,503,428	8,691,671	16.25	8,690,509	1,162	99.99	0.01
Total		490,578,400	433,556,694	88.38	431,148,014	2,408,680	99.44	0.56





Resolution No. 8

Resolution Required : Ordinary

To ratify the remuneration of the Cost Auditors for the financial year ending March 31st, 2020.

Whether promoter / promoter group are interested in the agenda / resolution ?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	366,529,532	366,529,532	100.00	366,529,532	0	100.00	-
	Poll		0	-	0	0	-	-
	Postal Ballot (if	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	366,529,532	366,529,532	100.00	366,529,532	0	100.00	-
Public – Institutional holders	E- Voting	70,545,440	58,335,491	82.69	58,335,491	-	100.00	-
	Poll		0	-	-	-	-	-
	Postal Ballot (if	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	70,545,440	58,335,491	82.69	58,335,491	0	100.00	-
Public-Others	E- Voting	53,503,428	8,688,828	16.24	8,687,846	982	99.99	0.01
	Poll		2,743	0.01	2,623	120	95.63	4.37
	Postal Ballot (if	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	53,503,428	8,691,571	16.24	8,690,469	1,102	99.99	0.01
Total		490,578,400	433,556,594	88.38	433,555,492	1,102	100.00	0.00





Resolution No. 9									
Resolution Required : Special				To increase the borrowing limits of the Company.					
Whether promoter / promoter group are interested in the agenda / resolution ?				No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - favour	in	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4		5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	366,529,532	366,529,532	100.00	366,529,532		0	100.00	-
	Poll		0	-	0	0	-	-	
	Postal Ballot (if	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	366,529,532	366,529,532	100.00	366,529,532		0	100.00	-
Public – Institutional holders	E- Voting	70,545,440	58,335,491	82.69	58,335,491		-	100.00	-
	Poll		0	-	-	-	-	-	
	Postal Ballot (if	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	70,545,440	58,335,491	82.69	58,335,491		0	100.00	-
Public-Others	E- Voting	53,503,428	8,688,928	16.24	8,687,119		1,809	99.98	0.02
	Poll		2,743	0.01	2,623		120	95.63	4.37
	Postal Ballot (if	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	53,503,428	8,691,671	16.25	8,689,742		1,929	99.98	0.02
Total		490,578,400	433,556,694	88.38	433,554,765		1,929	100.00	0.00



Resolution No. 10
Resolution Required : Special

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.

Whether promoter / promoter group are interested in the agenda / resolution ?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - favour	In	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4		5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	366,529,532	366,529,532	100.00	366,529,532		0	100.00	-
	Poll		0	-	0	0	-	-	
	Postal Ballot (if	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	366,529,532	366,529,532	100.00	366,529,532		0	100.00	-
Public – Institutional holders	E- Voting	70,545,440	58,335,491	82.69	58,335,491		-	100.00	-
	Poll		0	-	-	-	-	-	
	Postal Ballot (if	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	70,545,440	58,335,491	82.69	58,335,491		0	100.00	-
Public-Others	E- Voting	53,503,428	8,688,928	16.24	8,687,820		1,108	99.99	0.01
	Poll		2,743	0.01	2,623		120	95.63	4.37
	Postal Ballot (if	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	53,503,428	8,691,671	16.25	8,690,443		1,228	99.99	0.01
Total		490,578,400	433,556,694	88.38	433,555,466		1,228	100.00	0.00



Resolution No. 11
Resolution Required : Ordinary

To appoint Shri Yash Paul Bhola (DIN 08551454), as a Director (Finance) of the Company.

Whether promoter / promoter group are interested in the agenda / resolution ?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	366,529,532	366,529,532	100.00	366,529,532	0	100.00	-
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	366,529,532	366,529,532	100.00	366,529,532	0	100.00	-
Public – Institutional holders	E- Voting	70,545,440	58,335,491	82.69	55,523,101	2,812,390	95.18	4.82
	Poll		0	-	-	-	-	-
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	70,545,440	58,335,491	82.69	55,523,101	2,812,390	95.18	4.82
Public-Others	E- Voting	53,503,428	8,688,928	16.24	8,687,820	1,108	99.99	0.01
	Poll		2,743	0.01	2,724	19	99.31	0.69
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	53,503,428	8,691,671	16.25	8,690,544	1,127	99.99	0.01
Total		490,578,400	433,556,694	88.38	430,743,177	2,813,517	99.35	0.65





CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act 2013 and
Rule 20(3) of the Companies (Management and Administration) Rules, 2014 as amended by
Companies (Management and Administration) Rules, 2015)

To,
The Chairman
45th Annual General Meeting of the Equity Shareholders of
National Fertilizers Limited
held on Wednesday, September 18th September, 2019 at 2:30 P.M.

Reg.: 45th Annual General Meeting of the members of National Fertilizers Limited held on
Wednesday, the 18th Day of September, 2019 at Joseph Stein Auditorium, India Habitat
Centre, Lodhi Road, New Delhi - 110003.

Sub: Consolidated Scrutinizer's Report on voting through electronic means (remote e-voting) and
poll process conducted pursuant to the provisions of SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015 and Section 108 of Companies Act 2013 ("the Act") read
with Rule 20 (4) (xii) of Companies (Management and Administration) Rules, 2014 and
amendments thereto from time to time.

Dear Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, having office at D-427, 2nd
Floor, Ramphal Chowk, Palam Extn, Sector 7, Dwarka, New Delhi-110075 had been appointed as the
Scrutinizer by the Board of Directors of **National Fertilizers Limited** (the Company) having its
registered office at **Scope Complex, Core 3, 7, Institutional Area, Lodhi Road, New Delhi 110003** vide
resolution dated 4th June, 2019, pursuant to the provisions of SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015 and Section 108 of Companies Act 2013 read with Rule 20 & 21 of
Companies (Management & Administration) Rules, 2014 and amendments thereto from time to time,
to conduct the remote e-voting process and to scrutinize physical poll process by the Shareholders at
the 45th AGM on the Item Nos. 1 to 11 (including additional item no. 11) mentioned in the notice
dated 2nd August, 2019 for the 45th Annual General Meeting of the Company held on Wednesday, the
18th Day of September, 2019.

The Company has appointed **National Securities Depository Limited (NSDL)** for providing the facility
of remote e- voting to the shareholders of the Company. The shareholders of the Company holding
shares as on the "Cut - Off" date i.e. 11th September, 2019 were entitled to vote on the proposed
resolutions as set out at item nos. 1 to 11 (including additional item no. 11) in the notice convening
45th Annual General Meeting of the Company.



The voting period for remote e- voting commenced on Sunday, September 15, 2019 at 9.00 a.m. and ended on Tuesday, September 17, 2019 at 5.00 p.m. and the remote e-voting platform was blocked thereafter. After the closure of the voting at Annual General Meeting, the report of voting done at the meeting was generated in my presence.

The voting pattern was unblocked by me on Wednesday, 18th Day of September, 2019 in the presence of Ms. Karishma Singh and Ms. Anuradha Jain, who are not in employment of the Company.



(Ms. Karishma Singh)



(Ms. Anuradha Jain)

I have scrutinized the consolidated voting in a fair & transparent manner based on the system generated reports from the **National Securities Depository Limited (NSDL)** remote evoting platform i.e. www.evoting.nsdl.com. and the ballot papers received & verified by RTA, respectively.

I hereby annex the Consolidated Voting results pursuant to Rule (20) (4) (xii) of (Companies Management & Administration) Rules, 2014 and amendments thereto on all the resolutions contained in the notice (including addendum thereto) of aforesaid 45th Annual General Meeting.

All electronic data and all other relevant records relating to remote e-voting and poll process shall remain in the safe custody of the scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the scrutinizer shall hand over the register and other related papers to the Company.

Thanking You,

Yours Faithfully,

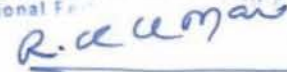
For **Agarwal S. & Associates,**
Company Secretaries,



CS Sachin Agarwal
Scrutinizer
FCS 5774
CP 5910



मनोज मिश्रा/MANOJ MISHRA
अध्यक्ष एवं प्रबन्ध निदेशक
Chairman & Managing Director
नेशनल फंडेराइजिंग लिमिटेड, नोएडा
National F...



Date: 18.09.2019

Place: Noida

Consolidated Results

Item No.	1
Subject Matter of resolution	To receive, consider and adopt the Audited Financial Statements for the F.Y. ended 31.03.2019.
Type of Resolution	Ordinary

Particulars	Voting at AGM		Remote e-votes		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	21	2724	84	433553799	105	433556523	100.00
Dissent	8	19	3	102	11	121	0.00
Abstain	0	0	0	0	0	0	

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 1** of the Notice dated **August 02, 2019** has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries

CS Sachin Agarwal
Scrutinizer
FCS 5774
CP 5910



मनोज मिश्रा/MANOJ MISHRA
अध्यक्ष एवं प्रबन्ध निदेशक
Chairman & Managing Director
नेशनल फर्टिलाइजर्स लिमिटेड, नोएडा
National Fertilizers Ltd., NOIDA

Date: 18.09.2019
Place: Noida

Consolidated Results

Item No.	2
Subject Matter of resolution	To declare final dividend for the Financial Year 2018-19 and confirm Interim Dividend on equity Share Capital paid in the month of February, 2019.
Type of Resolution	Ordinary

Particulars	Voting at AGM		Remote e-votes		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	21	2724	88	433554045	109	433556769	100.00
Dissent	8	19	1	6	9	25	0.00
Abstain	0	0	0	0	0	0	

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 2** of the Notice dated **August 02, 2019** has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries



CS Sachin Agarwal
Scrutinizer
FCS 5774
CP 5910



मनोज मिश्रा/MANOJ MISHRA
अध्यक्ष एवं प्रबन्ध निदेशक
Chairman & Managing Director
नेशनल फर्टिलाइजर्स लिमिटेड, नोएडा
National Fertilizers Ltd., NOIDA

Date: 18.09.2019
Place: Noida



Consolidated Results

Item No.	3
Subject Matter of resolution	To re-appoint Shri Devinder Singh Ahuja (DIN 07687173), as Director (Technical) who retires by rotation.
Type of Resolution	Ordinary

Particulars	Voting at AGM		Remote e-votes		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	21	2724	70	430739294	91	430742018	99.35
Dissent	8	19	17	2814357	25	2814376	0.65
Abstain	0	0	0	0	0	0	

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 3** of the Notice dated **August 02, 2019** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries

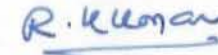


CS Sachin Agarwal
Scrutinizer
FCS 5774
CP 5910



मनोज मिश्रा / MANOJ MISHRA
अध्यक्ष एवं प्रबंध निदेशक
Chairman & Managing Director
नेशनल फर्टिलाइजर्स लिमिटेड, नोएडा
National Fertilizers Ltd., NOIDA

Date: 18.09.2019
Place: Noida



Consolidated Results

Item No.	4
Subject Matter of resolution	To re-appoint Shri Dharam Pal (DIN 02354549), as Director who retires by rotation.
Type of Resolution	Ordinary

Particulars	Voting at AGM		Remote e-votes		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	21	2724	71	430739594	92	430742318	99.35
Dissent	8	19	17	2814357	25	2814376	0.65
Abstain	0	0	0	0	0	0	

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 4** of the Notice dated **August 02, 2019** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries

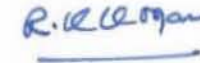


CS Sachin Agarwal
Scrutinizer
FCS 5774
CP 5910



मनोज मिश्रा / MANOJ MISHRA
अध्यक्ष एवं प्रबन्ध निदेशक
Chairman & Managing Director
नेशनल फर्टिलाइजर्स लिमिटेड, नोएडा
National Fertilizers Ltd., NOIDA

Date: 18.09.2019
Place: Noida



Consolidated Results

Item No.	5
Subject Matter of resolution	To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditor(s) of the Company in terms of the provisions of Section 142(1) of the Companies Act, 2013.
Type of Resolution	Ordinary

Particulars	Voting at AGM		Remote e-votes		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	21	2724	80	433552184	2804	433554908	100.00
Dissent	8	19	7	1067	15	1086	0.00
Abstain	0	0	0	0	0	0	

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 5** of the Notice dated **August 02, 2019** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries



CS Sachin Agarwal
Scrutinizer
FCS 5774
CP 5910



Date: 18.09.2019
Place: Noida



मनोज मिश्रा / MANOJ MISHRA
अध्यक्ष एवं प्रबन्ध निदेशक
Chairman & Managing Director
नेशनल फर्टिलाइजर्स लिमिटेड, नोएडा
National Fertilizers Ltd., NOIDA



Consolidated Results

Item No.	6
Subject Matter of resolution	To appoint Shri Virendra Nath Datt (DIN: 07823778), as Director (Marketing) of the Company.
Type of Resolution	Ordinary

Particulars	Voting at AGM		Remote e-votes		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	20	2623	75	430740519	95	430743142	99.35
Dissent	9	120	13	2813432	22	2813552	0.65
Abstain	0	0	0	0	0	0	

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 6** of the Notice dated August 02, 2019 has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries

CS Sachin Agarwal
Scrutinizer
FCS 5774
CP 5910



Date: 18.09.2019
Place: Noida

मनोज मिश्रा/MANOJ MISHRA
अध्यक्ष एवं प्रबंध निदेशक
Chairman & Managing Director
नेशनल फर्टिलाइजर्स लिमिटेड, नोएडा
National Fertilizers Ltd., NOIDA

Consolidated Results

Item No.	7
Subject Matter of resolution	To appoint Shri Partha Sarthi Sen Sharma (DIN: 03210350) as Government Nominee Director on the Board of the Company.
Type of Resolution	Ordinary

Particulars	Voting at AGM		Remote e-votes		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	20	2623	76	431145391	96	431148014	99.44
Dissent	9	120	12	2408560	21	2408680	0.56
Abstain	0	0	0	0	0	0	

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 7** of the Notice dated **August 02, 2019** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries

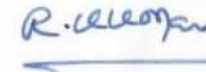


CS Sachin Agarwal
Scrutinizer
FCS 5774
CP 5910




मनोज मिश्रा / MANOJ MISHRA
अध्यक्ष एवं प्रबन्ध निदेशक
Chairman & Managing Director
नेशनल फर्टिलाइजर्स लिमिटेड, नोएडा
National Fertilizers Ltd., NOIDA

Date: 18.09.2019
Place: Noida



Consolidated Results

Item No.	8
Subject Matter of resolution	To ratify the remuneration of the Cost Auditors for the financial year ending March 31st, 2020.
Type of Resolution	Ordinary

Particulars	Voting at AGM		Remote e-votes		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	20	2623	82	433552869	102	433555492	100.00
Dissent	9	120	5	982	14	1102	0.00
Abstain	0	0	0	0	0	0	

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 8** of the Notice dated August 02, 2019 has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries

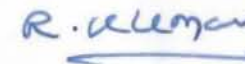


CS Sachin Agarwal
Scrutinizer
FCS 5774
CP 5910

Date: 18.09.2019
Place: Noida



मनोज मिश्रा/MANOJ MISHRA
अध्यक्ष एवं प्रबन्ध निदेशक
Chairman & Managing Director
नेशनल फर्टिलाइजर्स लिमिटेड, नोएडा
National Fertilizers Ltd., NOIDA



Consolidated Results

Item No.	9
Subject Matter of resolution	To increase the borrowing limits of the Company.
Type of Resolution	Special

Particulars	Voting at AGM		Remote e-votes		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	20	2623	80	433552142	100	433554765	100.00
Dissent	9	120	8	1809	17	1929	0.00
Abstain	0	0	0	0	0	0	

Based on the aforesaid results, I report that the **Special Resolution** as contained in the **Item No. 9** of the Notice dated **August 02, 2019** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries

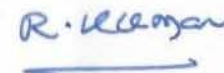



CS Sachin Agarwal
Scrutinizer
FCS 5774
CP 5910

Date: 18.09.2019
Place: Noida



मनोज मिश्रा/MANOJ MISHRA
अध्यक्ष एवं प्रबन्ध निदेशक
Chairman & Managing Director
नेशनल फर्टिलाइजर्स लिमिटेड, नोएडा
National Fertilizers Ltd., NOIDA



Consolidated Results

Item No.	10
Subject Matter of resolution	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.
Type of Resolution	Special

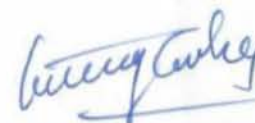
Particulars	Voting at AGM		Remote e-votes		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	20	2623	81	433552843	101	433555466	100.00
Dissent	9	120	7	1108	16	1228	0.00
Abstain	0	0	0	0	0	0	

Based on the aforesaid results, I report that the **Special Resolution** as contained in the **Item No. 10** of the Notice dated **August 02, 2019** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries



CS Sachin Agarwal
Scrutinizer
FCS 5774
CP 5910

मनोज मिश्रा / MANOJ MISHRA
अध्यक्ष एवं प्रबन्ध निदेशक
Chairman & Managing Director
नेशनल फर्टिलाइजर्स लिमिटेड, नोएडा
National Fertilizers Ltd., NOIDA

Date: 18.09.2019
Place: Noida



Consolidated Results

Item No.	11
Subject Matter of resolution	To appoint Shri Yash Paul Bhola (DIN 08551454), as a Director (Finance) of the Company.
Type of Resolution	Ordinary

Particulars	Voting at AGM		Remote e-votes		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	21	2724	74	430740453	95	430743177	99.35
Dissent	8	19	14	2813498	22	2813517	0.65
Abstain	0	0	0	0	0	0	

Based on the aforesaid results, I report that the **Ordinary Resolution** circulated later as **Item No. 11** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries



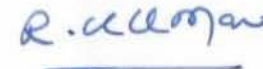
CS Sachin Agarwal
Scrutinizer
FCS 5774
CP 5910



Date: 18.09.2019
Place: Noida



मनोज मिश्रा/MANOJ MISHRA
अध्यक्ष एवं प्रबंध निदेशक
Chairman & Managing Director
नेशनल फर्टिलाइजर्स लिमिटेड, नोएडा
National Fertilizers Ltd., NOIDA





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

Sub: Declaration of Voting Results of 45th Annual General Meeting (AGM).

45th Annual General Meeting of the Members of National Fertilizers Limited was held on Wednesday, the 18th September, 2019 at 02:30 P.M. at Joseph Stein Auditorium, India Habitat Centre, Lodhi Road, New Delhi – 110003.

In compliance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Remote e-voting facility was provided to all the Members of the Company in respect of Items to be transacted at the Annual General Meeting. The period of e-voting started at 9.00 A.M. on Sunday, 15th September, 2019 and ended at 5.00 P.M. on Tuesday, 17th September, 2019. Further, Members who did not cast their vote through remote e-voting, were allowed to cast their vote at the venue of the meeting through Ballot Papers.

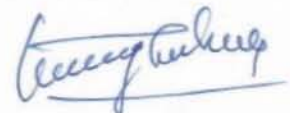
Shri Sachin Agarwal, Practicing Company Secretary of M/s. Agarwal S. & Associates (CP No.5910), Company Secretaries, was appointed as Scrutinizer for conducting remote e-voting and voting through Ballot Paper in a true and fair manner. After completion of e-voting and polling at AGM, Scrutinizer has handed over his Report. Based on the Report of Scrutinizer, the details of voting on the Resolutions placed before the AGM are as under.

S.No.	Resolution	No. of votes in favour	% of votes in favour of votes polled (approx.)	No. of votes against	% of votes against of votes polled (approx.)	Abstain/ Invalid
1.	Resolution No.1 – Ordinary Resolution To receive, consider and adopt the Audited Financial Statements for the F.Y. ended 31.03.2019.	43,35,56,523	100	121	0.00	0
2.	Resolution No.2 – Ordinary Resolution To declare final dividend for the Financial Year 2018-19 and confirm Interim Dividend on equity Share Capital paid in the month of February, 2019.	43,35,56,769	100	25	0.00	0
3.	Resolution No.3 – Ordinary Resolution To re-appoint Shri Devinder Singh Ahuja (DIN 07687173), as Director (Technical) who retires by rotation.	43,07,42,018	99.35	28,14,376	0.65	0
4.	Resolution No.4 – Ordinary Resolution To re-appoint Shri Dharam Pal (DIN 02354549), as Director who retires by rotation.	43,07,42,318	99.35	28,14,376	0.65	0

S.No.	Resolution	No. of votes in favour	% of votes in favour of votes polled (approx.)	No. of votes against	% of votes against of votes polled (approx.)	Abstain/Invalid
5.	Resolution No.5 – Ordinary Resolution To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditor(s) of the Company in terms of the provisions of Section 142(1) of the Companies Act, 2013.	43,35,54,908	100	1,086	0.00	0
6.	Resolution No.6 – Ordinary Resolution To appoint Shri Virendra Nath Datt (DIN: 07823778), as Director (Marketing) of the Company.	43,07,43,142	99.35	28,13,552	0.65	0
7.	Resolution No.7 – Ordinary Resolution To appoint Shri Partha Sarthi Sen Sharma (DIN: 03210350) as Government Nominee Director on the Board of the Company.	43,11,48,014	99.44	24,08,680	0.56	0
8.	Resolution No.8 – Ordinary Resolution To ratify the remuneration of the Cost Auditors for the financial year ending March 31st, 2020.	43,35,55,492	100	1,102	0.00	0
9.	Resolution No.9 – Special Resolution To increase the borrowing limits of the Company.	43,35,54,765	100	1,929	0.00	0
10.	Resolution No.10 – Special Resolution 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.	43,35,55,466	100	1,228	0.00	0
11.	Resolution No.11 – Ordinary Resolution To appoint Shri Yash Paul Bhola (DIN 08551454), as a Director (Finance) of the Company.	43,07,43,177	99.35	28,13,517	0.65	0

Accordingly, as per the above voting results, all the Resolutions proposed at the 45th AGM have been approved with the requisite majority.

For National Fertilizers Limited



(Manoj Mishra)
Chairman & Managing Director

Place: New Delhi.
Dated: 18.09.2019