



# 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/1138

Dated: 03.10.2023

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- 400001
NSE Symbol: NFL	BSE Script Code: 523630

**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 49<sup>th</sup> Annual General Meeting of the Company held on Friday, 29<sup>th</sup> September, 2023 at 2:30 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), along with the report of Scrutinizer.

This is submitted for your intimation and records.

Thanking you,

**Yours faithfully  
For National Fertilizers Limited**

**(Ashok Jha)  
Company Secretary**

**Encl: As above.**

General information about company	
Scrip code	523630
NSE Symbol	NFL
MSEI Symbol	NOTLISTED
ISIN	INE870D01012
Name of the company	National Fertilizers Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-09-2023
Start time of the meeting	02:30 PM
End time of the meeting	03:48 PM

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### Scrutinizer Details

Name of the Scrutinizer	Pramod Kothari
Firms Name	M/s. Pramod Kothari & Co.
Qualification	CS
Membership Number	F7091
Date of Board Meeting in which appointed	08-08-2023
Date of Issuance of Report to the company	03-10-2023

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Voting results	
Record date	22-09-2023
Total number of shareholders on record date	141165
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	1
b) Public	63
<b>No. of resolution passed in the meeting</b>	<b>7</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ordinary to receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Board's Report and the Auditors' Report thereon and comments of the				
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		366529532	100.0000	366529532	0	100.0000	0.0000
	Poll	366529532						
	Postal Ballot (if applicable)							
	<b>Total</b>	366529532	366529532	100.0000	366529532	0	100.0000	0.0000
Public- Institutions	E-Voting		40182750	76.5735	40182750	0	100.0000	0.0000
	Poll	52476048						
	Postal Ballot (if applicable)							
	<b>Total</b>	52476048	40182750	76.5735	40182750	0	100.0000	0.0000
Public- Non Institutions	E-Voting		197618	0.2761	194596	3022	98.4708	1.5292
	Poll	71572820						
	Postal Ballot (if applicable)							
	<b>Total</b>	71572820	197618	0.2761	194596	3022	98.4708	1.5292
<b>Total</b>		490578400	406909900	82.9449	406906878	3022	99.9993	0.0007
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ordinary (to confirm the interim dividend of ₹ 1.55 per equity share, already paid in the month of June, 2023 and to declare final dividend of ₹ 1.26 per equity share for the financial year ended March 31, 2023)				
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	366529532	366529532	100.0000	366529532	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		366529532	366529532	100.0000	366529532	0	100.0000
Public- Institutions	E-Voting	52476048	40205700	76.6172	40205700	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		52476048	40205700	76.6172	40205700	0	100.0000
Public- Non Institutions	E-Voting	71572820	198500	0.2773	195489	3011	98.4831	1.5169
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		71572820	198500	0.2773	195489	3011	98.4831
<b>Total</b>		490578400	406933732	82.9498	406930721	3011	99.9993	0.0007
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ordinary (To appoint a Director in place of Shri Mira Nanda (CIN: 094/0034), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment)				
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		366529532	100.0000	366529532	0	100.0000	0.0000
	Poll	366529532						
	Postal Ballot (if applicable)							
	<b>Total</b>	366529532	366529532	100.0000	366529532	0	100.0000	0.0000
Public- Institutions	E-Voting		40205700	76.6172	39020397	1185303	97.0519	2.9481
	Poll	52476048						
	Postal Ballot (if applicable)							
	<b>Total</b>	52476048	40205700	76.6172	39020397	1185303	97.0519	2.9481
Public- Non Institutions	E-Voting		197900	0.2765	193756	4144	97.9060	2.0940
	Poll	71572820						
	Postal Ballot (if applicable)							
	<b>Total</b>	71572820	197900	0.2765	193756	4144	97.9060	2.0940
<b>Total</b>		490578400	406933132	82.9497	405743685	1189447	99.7077	0.2923
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





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Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				rotation at this Annual General Meeting and being eligible, offers herself for re-appointment).				
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		366529532	100.0000	366529532	0	100.0000	0.0000
	Poll	366529532						
	Postal Ballot (if applicable)							
	<b>Total</b>	366529532	366529532	100.0000	366529532	0	100.0000	0.0000
Public-Institutions	E-Voting		40205700	76.6172	39020397	1185303	97.0519	2.9481
	Poll	52476048						
	Postal Ballot (if applicable)							
	<b>Total</b>	52476048	40205700	76.6172	39020397	1185303	97.0519	2.9481
Public- Non Institutions	E-Voting		198500	0.2773	194398	4102	97.9335	2.0665
	Poll	71572820						
	Postal Ballot (if applicable)							
	<b>Total</b>	71572820	198500	0.2773	194398	4102	97.9335	2.0665
<b>Total</b>		490578400	406933732	82.9498	405744327	1189405	99.7077	0.2923
<b>Whether resolution is Pass or Not.</b>						Yes		
Disclosure of notes on resolution						Add Notes		

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





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Resolution (5)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Ordinary (To authorize board of Directors of the Company to fix the remuneration of the Statutory Auditor(s) of the Company in terms of the provisions of Section 142(1) of the Companies Act, 2013)					
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		366529532	100.0000	366529532	0	100.0000	0.0000	
	Poll	366529532							
	Postal Ballot (if applicable)								
	<b>Total</b>		366529532	366529532	100.0000	366529532	0	100.0000	0.0000
Public- Institutions	E-Voting		40205700	76.6172	40205700	0	100.0000	0.0000	
	Poll	52476048							
	Postal Ballot (if applicable)								
	<b>Total</b>		52476048	40205700	76.6172	40205700	0	100.0000	0.0000
Public- Non Institutions	E-Voting		196518	0.2746	193286	3232	98.3554	1.6446	
	Poll	71572820							
	Postal Ballot (if applicable)								
	<b>Total</b>		71572820	196518	0.2746	193286	3232	98.3554	1.6446
<b>Total</b>			490578400	406931750	82.9494	406928518	3232	99.9992	0.0008
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution							Add Notes		

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





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Resolution (6)									
Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Ordinary (To appoint Shri U. Saravanan (DIN: 07274628), as Chairman & Managing Director of the Company).					
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		366529532	100.0000	366529532	0	100.0000	0.0000	
	Poll	366529532							
	Postal Ballot (if applicable)								
	<b>Total</b>		366529532	366529532	100.0000	366529532	0	100.0000	0.0000
Public-Institutions	E-Voting		40205700	76.6172	40205700	0	100.0000	0.0000	
	Poll	52476048							
	Postal Ballot (if applicable)								
	<b>Total</b>		52476048	40205700	76.6172	40205700	0	100.0000	0.0000
Public- Non Institutions	E-Voting		197118	0.2754	193446	3672	98.1372	1.8628	
	Poll	71572820							
	Postal Ballot (if applicable)								
	<b>Total</b>		71572820	197118	0.2754	193446	3672	98.1372	1.8628
<b>Total</b>			490578400	406932350	82.9495	406928678	3672	99.9991	0.0009
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution							Add Notes		

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





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Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ordinary (To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2024).				
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	366529532	366529532	100.0000	366529532	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		366529532	366529532	100.0000	366529532	0	100.0000
Public- Institutions	E-Voting	52476048	40205700	76.6172	40205700	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		52476048	40205700	76.6172	40205700	0	100.0000
Public- Non Institutions	E-Voting	71572820	197018	0.2753	193896	3122	98.4154	1.5846
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		71572820	197018	0.2753	193896	3122	98.4154
<b>Total</b>		490578400	406932250	82.9495	406929128	3122	99.9992	0.0008
<b>Whether resolution is Pass or Not.</b>						Yes		
Disclosure of notes on resolution						Add Notes		

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	







**Consolidated Report of Scrutinizer**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with General Circular no. 20/2020 dated May 5, 2020 in relation to clarification on holding of annual general meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular No.02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022 (**collectively referred to as "MCA Circulars"**) and the Securities and Exchange Board of India (**'SEBI'**) vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PO D-2/P/CIR/2023/4 dated January 05, 2023 (**collectively referred to as 'SEBI Circulars'**).

To,  
The Chairman  
National Fertilizers Limited  
CIN: L74899DL1974GOI007417  
Scope Complex, Core-III, 7, Institutional Area,  
Lodhi Road, New Delhi – 110003

Meeting : 49<sup>th</sup> Annual General Meeting  
Date & Time : Friday, September 29, 2023 at 2:30 PM (IST)  
Mode : Video Conferencing ("VC")/Other Audio -Visual Means  
("OAVM")

I, Pramod Kothari, Company Secretary in Practice, Proprietor of Pramod Kothari & Co, having office at S-7 Shreejee Complex, Sharma Market, Sector 5, Noida-201301, India have been appointed as Scrutinizer by the Board of Directors of NATIONAL FERTILIZERS LIMITED ("**the Company**") for the purpose of scrutinizing the process of voting through electronic means i.e. remote e-voting and e-voting at 49<sup>th</sup> Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) ("**the Rules**") and MCA and SEBI Circulars as mentioned above, in respect of the resolution(s) mentioned in Notice dated August 29, 2023 ("Notice") proposed at the 49<sup>th</sup> Annual General Meeting (AGM) of the Company be held on Friday, September 29, 2023 at 2:30 PM (IST) through VC/OAVM.





## 1. MANAGEMENT'S RESPONSIBILITY

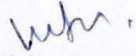
The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR"), (iii) MCA Circulars; and (iv) SEBI Circulars relating to e-voting on the resolutions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

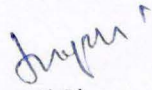
## 2. SCRUTINIZER'S RESPONSIBILITY

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by National Securities Depositories Limited (NSDL), the agency engaged by the Company to provide e-voting facility and documents furnished to me electronically by the Company/ NSDL for my verification.

## 3. I SUBMIT MY REPORT AS UNDER:

- a) The remote e-voting period commences on Tuesday, September 26, 2023 at 09:00 A.M. (IST) and ends on Thursday, September 28, 2023 at 05:00 P.M. (IST) via e-voting platform on the designated website of National Securities Depositories Limited, Authorized Agency to provide e-voting facility viz. <https://www.evoting.nsdl.com>. The Company had also provided e-voting facility to the Members who participated through VC/OAVM to enable those Members to cast their votes if they had not cast their vote earlier through remote e-voting.
- b) The Members of the Company as on the "Cut-off Date" i.e., Friday, September 22, 2023, were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolution(s) as set out in the Notice.
- c) The total paid up Equity Share Capital of the Company as on Friday, September 22, 2023 (Cut-off Date) was Rs. 4,90,57,84,000/- divided into 4,9,05,78,400 equity shares of Rs.10/- (Rupees Ten) each.
- d) The votes cast were unblocked on September 29, 2023, after conclusion of the AGM in the presence of two witnesses, Mr. Nitin Nagar and Ms. Trapti Sharma, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Nitin Nagar  
(Witness 1)

  
Trapti Sharma  
(Witness 2)

- e) Thereafter the details containing inter-alia the list of equity shareholders who voted "for" or "against" each of the resolution that was put to votes were generated from the e-voting website of NSDL <https://www.evoting.nsdl.com/>.
- f) The shareholders exercised their voting either by remote e-voting or e-voting at AGM. There was no shareholder who opted for both the facilities. Further, shareholders who





have voted for lesser number of shares as compared to their entitlement, the number of shares for which they actually voted were considered.

- g) The electronic voting system was diligently scrutinized.  
h) The consolidated summary of results of e-voting at AGM and remote e-voting based on the reports generated by NSDL and relied upon are as under:

#### RESOLUTION NO. 1

To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Board's Report and the Auditors' Report thereon and comments of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013.

ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	
Item No. 1 (as Ordinary Resolution)	Remote E-voting	406906878	99.9993	3022	0.0007	-
	E-voting	-	-	-	-	-
	Total	406906878	99.9993	3022	0.0007	-

Therefore, Resolution No. 1 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in **Annexure-A**.

#### RESOLUTION NO. 2

To confirm the Interim dividend of ₹ 1.53 per equity share, already paid in the month of June, 2023 and to declare final dividend of ₹ 1.26 per equity share for the financial year ended March 31, 2023.

ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	
Item No. 2 (as Ordinary Resolution)	Remote E-voting	406930721	99.9993	3011	0.0007	-
	E-voting	-	-	-	-	-
	Total	406930721	99.9993	3011	0.0007	-

Therefore, Resolution No. 2 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in **Annexure-B**.

#### RESOLUTION NO. 3

To appoint a Director in place of Shri Hira Nand (DIN: 09476034), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.





ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	
Item No.3 (as Ordinary Resolution)	Remote E-voting	405743685	99.7077	1189447	0.2923	-
	E-voting					-
	Total	405743685	99.7077	1189447	0.2923	-

Therefore, Resolution No. 3 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in **Annexure-C**.

#### RESOLUTION NO. 4

To appoint a Director in place of Dr. Prathibha A. (DIN: 09692712), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	
Item No.4 (as Ordinary Resolution)	Remote E-voting	405744327	99.7077	1189405	0.2923	
	E-voting	-	-	-	-	
	Total	405744327	99.7077	1189405	0.2923	

Therefore, Resolution No. 4 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in **Annexure-D**.

#### RESOLUTION NO. 5

To authorize Board of Directors of the Company to fix the remuneration of the Statutory Auditor(s) of the Company in terms of the provisions of Section 142(1) of the Companies Act, 2013

ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	
Item No.5 (as Ordinary Resolution)	Remote E-voting	406928518	99.9992	3232	0.0008	
	E-voting					
	Total	406928518	99.9992	3232	0.0008	

Therefore, Resolution No. 5 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in **Annexure-E**.

#### RESOLUTION NO. 6





To appoint Shri U. Saravanan (DIN: 07274628), as Chairman & Managing Director of the Company:

ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	
Item No.6 (as Ordinary Resolution)	Remote E-voting	406928678	99.9991	3672	0.0009	-
	E-voting	-	-	-	-	-
	Total	406928678	99.9991	3672	0.0009	-

Therefore, Resolution No. 6 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in **Annexure-F**.

#### RESOLUTION NO. 7

To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2024.

ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	
Item No.7) (as Ordinary Resolution	Remote E-voting	406929128	99.9992	3122	0.0008	-
	E-voting	-	-	-	-	-
	Total	406929128	99.9992	3122	0.0008	-

Therefore, Resolution No. 7 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in **Annexure-G**.

- i. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves, and signs the minutes of the AGM.
- ii. This report is issued in accordance with the terms of the Engagement Letter.

#### 4. RESTRICTION ON USE

This report has been issued at the request of the Company for:

- i. Submission to Stock Exchanges;
- ii. Placing on website of the Company; and
- iii. Website of NSDL.





This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You,


Yours faithfully,  
For Pramod Kothari & Co  
Company Secretaries

  
Pramod Kothari



Proprietor (C P 11532)  
UDIN: F007091E001156294  
Date: 03-10-2023  
Place: Noida

Countersigned by  
National Fertilizers Limited

  
U. Saravanan 3/10/2023  
Chairman & Managing Director  
Date: 03-10-2023  
Place: Noida





**ANNEXURE - A**

Details of e-voting at AGM & remote e-voting for Resolution No. 1 are as under:

**A1. E-VOTING AT AGM:**

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	0	0	0
Less: Invalid Votes	0	0	0
Net Valid votes	0	0	0
Votes with Assent	0	0	0
Votes with Dissent	0	0	0

**A2. VOTING THROUGH REMOTE E-VOTING**

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	456	406909900	4069099000
Less: Invalid Votes	-	-	-
Net Valid votes	456	406909900	4069099000
Votes with Assent	428	406906878	4069068780
Votes with Dissent	28	3022	30220

**ANNEXURE - B**

Details of e-voting at AGM & remote e-voting for Resolution No. 2 are as under:

**B1. E-VOTING AT AGM:**

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	0	0	0
Less: Invalid Votes	0	0	0
Net Valid votes	0	0	0
Votes with Assent	0	0	0
Votes with Dissent	0	0	0

**B2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	457	406933732	4069337320
Less: Invalid Votes	-	-	-
Net Valid votes	457	406933732	4069337320
Votes with Assent	430	406930721	4069307210
Votes with Dissent	27	3011	30110





**ANNEXURE - C**

Details of e-voting at AGM & remote e-voting for Resolution No. 3 are as under:

**C1. E-VOTING AT AGM:**

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	0	0	0
Less: Invalid Votes	0	0	0
Net Valid votes	0	0	0
Votes with Assent	0	0	0
Votes with Dissent	0	0	0

**C2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	455	406933132	4069331320
Less: Invalid Votes	0	00	0
Net Valid votes	455	406933132	4069331320
Votes with Assent	406	405743685	4057436850
Votes with Dissent	49	1189447	11894470

**ANNEXURE - D**

Details of e-voting at AGM & remote e-voting for Resolution No. 4 are as under:

**D1. E-VOTING AT AGM**

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	0	0	0
Less: Invalid Votes	0	0	0
Net Valid votes	0	0	0
Votes with Assent	0	0	0
Votes with Dissent	0	0	0

**D2. VOTING THROUGH REMOTE E-VOTING**

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	457	406933732	4069337320
Less: Invalid Votes	-	-	-
Net Valid votes	457	406933732	4069337320
Votes with Assent	407	405744327	4057443270
Votes with Dissent	50	1189405	11894050





**ANNEXURE - E**

Details of e-voting at AGM & remote e-voting for Resolution No. 5 are as under:

**E1. E-VOTING AT AGM**

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	0	0	0
Less: Invalid Votes	0	0	0
Net Valid votes	0	0	0
Votes with Assent	0	0	0
Votes with Dissent	0	0	0

**E2. VOTING THROUGH REMOTE E-VOTING**

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	454	406931750	4069317500
Less: Invalid Votes			
Net Valid votes	454	406931750	4069317500
Votes with Assent	424	406928518	4069285180
Votes with Dissent	30	3232	32320

**ANNEXURE - F**

Details of e-voting at AGM & remote e-voting for Resolution No. 6 are as under:

**F1. E-VOTING AT AGM**

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	0	0	0
Less: Invalid Votes	0	0	0
Net Valid votes	0	0	0
Votes with Assent	0	0	0
Votes with Dissent	0	0	0

**F2. VOTING THROUGH REMOTE E-VOTING**

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	456	406932350	4069323500
Less: Invalid Votes	0	0	0
Net Valid votes	456	406932350	4069323500
Votes with Assent	426	406928678	4069286780
Votes with Dissent	30	3672	36720





**ANNEXURE - G**

Details of e-voting at AGM & remote e-voting for Resolution No. 7 are as under:

**G1. G-VOTING AT AGM**

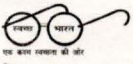
Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	0	0	0
Less: Invalid Votes	0	0	0
Net Valid votes	0	0	0
Votes with Assent	0	0	0
Votes with Dissent	0	0	0

**G2. VOTING THROUGH REMOTE E-VOTING**

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	455	406932250	4069322500
Less: Invalid Votes	0	0	0
Net Valid votes	455	406932250	4069322500
Votes with Assent	426	406929128	4069291280
Votes with Dissent	29	3122	31220







# नेशनल फर्टिलाइजर्स लिमिटेड

(भारत सरकार का उपक्रम)

कॉरपोरेट कार्यालय : ए-11, सैक्टर-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

### Sub: Declaration of Voting Results of 49<sup>th</sup> Annual General Meeting (AGM).

49<sup>th</sup> Annual General Meeting of the Members of National Fertilizers Limited was held on Friday, 29<sup>th</sup> September, 2023 at 2:30 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

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 at the Annual General Meeting. The period of remote e-voting started at 9.00 A.M. on Tuesday, 26<sup>th</sup> September, 2023 and ended at 5.00 P.M. on Thursday, 28<sup>th</sup> September, 2023. Further, Members who had not cast their vote through remote e-voting facility earlier, were allowed to cast their vote at the meeting through e-voting facility.

Shri Pramod Kothari, Proprietor of M/s Pramod Kothari & Co. (CP: 11532), Company Secretaries, was appointed as Scrutinizer for conducting remote e-voting and e-voting at AGM in a true and fair manner. After completion of remote e-voting and e-voting at the 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 (approx.)	No. of votes against	% of votes against (approx.)
1.	<b>Resolution No.1 – Ordinary Resolution</b> To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Board's Report and the Auditors' Report thereon and comments of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013.	406906878	99.999	3022	0.007
2.	<b>Resolution No.2 – Ordinary Resolution</b> To confirm the Interim dividend of ₹ 1.53 per equity share, already paid in the month of June, 2023 and to declare final dividend of ₹ 1.26 per equity share for the financial year ended March 31, 2023.	406930721	99.999	3011	0.007

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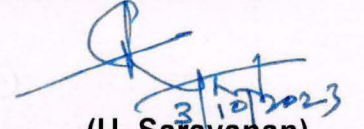




3.	<b>Resolution No.3 – Ordinary Resolution</b> To appoint a Director in place of Shri Hira Nand (DIN: 09476034), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	405743685	99.71	1189447	0.29
4.	<b>Resolution No.4 – Ordinary Resolution</b> To appoint a Director in place of Dr. Prathibha A. (DIN: 09692712), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.	405744327	99.71	1189405	0.29
5.	<b>Resolution No.5 – Ordinary Resolution</b> To authorize Board of Directors of the Company to fix the remuneration of the Statutory Auditor(s) of the Company in terms of the provisions of Section 142(1) of the Companies Act, 2013.	406928518	99.999	3232	0.0008
6.	<b>Resolution No.6 – Ordinary Resolution</b> To appoint Shri U. Saravanan (DIN: 07274628), as Chairman & Managing Director of the Company.	406928678	99.999	3672	0.0009
7.	<b>Resolution No.7 – Ordinary Resolution</b> To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2024.	406929128	99.999	3122	0.0008

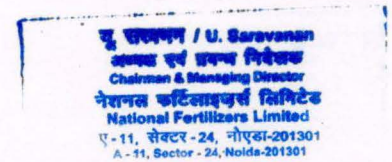
Accordingly, as per the above voting results, all the Resolutions proposed at the 49<sup>th</sup> AGM have been approved with the requisite majority.

For National Fertilizers Limited

  
(U. Saravanan)

Chairman & Managing Director

Dated: 03.10.2023



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