



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)

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

Distt. Gautam Budh Nagar (U.P.)

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

No. NFL/SEC/SE/ 1397

Dated: 09.09.2019

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: Addendum to 45th Annual General Meeting Notice.

Dear Sir,

We refer to our letter no. NFL/SEC/SE/1368 dated 26.08.2019 on the subject "Annual Report along with Notice of 45th Annual General Meeting (AGM)".

Subsequent to the dispatch of the Notice dated 02nd August, 2019 convening 45th AGM, scheduled on Wednesday, 18th September, 2019 at 2:30 P.M. at Joseph Stein Auditorium, India Habitat Centre, Lodhi Road, New Delhi – 110003, the Board of Directors of the Company on 06th September, 2019 has approved the inclusion of following as Item No.11 under 'Special Business' in the Agenda of 45th AGM:

Agenda No. 11—Appointment of Shri Yash Paul Bholra (DIN: 08551454) as Director (Finance) of the Company.

A copy of the Addendum to the Notice of 45th AGM is enclosed herewith for your records. The said Addendum is also available on the website of the Company www.nationalfertilizers.com.

Thanking you,

**Yours faithfully,
For National Fertilizers Limited**

R. Kumar

**(Raj Kumar)
Company Secretary**

Encl: as above



NATIONAL FERTILIZERS LIMITED

CIN: L74899DL1974GOI007417

Registered Office: Scope Complex, Core-III, 7, Institutional Area, Lodhi Road, New Delhi – 110 003.

Website: www.nationalfertilizers.com | Email: investor@nfl.co.in

Tel: 011-24360066, 24361252 Fax: 011-24361553

ADDENDUM TO NOTICE DATED 02.08.2019 CONVENING 45th ANNUAL GENERAL MEETING

This is in continuation to the Notice dated 2nd August, 2019 convening 45th Annual General Meeting (AGM) of the Members of National Fertilizers Limited scheduled on Wednesday, the 18th September, 2019 at 2:30 P.M. at Joseph Stein Auditorium, India Habitat Centre, Lodhi Road, New Delhi – 110003. In addition to the business already intimated, the following Item No. 11 will also be transacted at the said AGM as a **Special Business**:

11. To appoint Shri Yash Paul Bhola (DIN 08551454), as a Director (Finance) of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**;-

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, Shri Yash Paul Bhola (DIN 08551454), who was appointed as Director (Finance), by the President of India through Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India Order No 82/3/2013-HR-I dated 03.09.2019 and subsequently appointed as an Additional Director in terms of Section 161 of the Companies Act, 2013 by the Board of Directors with effect from 3rd September 2019 to hold office upto the date of 45th Annual General Meeting, and in respect of whom the Company has received a notice under Section 160 of Companies Act, 2013 proposing his candidature for the office of Director(Finance), be and is hereby appointed as Director (Finance) of the Company, liable to retire by rotation, on such terms & conditions as may be fixed by the Government of India.”

By Order of the Board of Directors
For National Fertilizers Limited

(Raj Kumar)
Company Secretary
A11914

Registered Office:
Scope Complex, Core III, 7, Institutional Area,
Lodhi Road, New Delhi 110 003.
Date: 6th September, 2019

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business with respect to Item No.11 to be transacted at the AGM is as below:

Shri Yash Paul Bhola (DIN 08551454), aged about 57 years, was appointed as Director (Finance) of the Company by the President of India vide Order No. 82/3/2013-HR-I dated 03.09.2019 issued by Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India, from the date of assumption of charge of the post till 31.12.2021 i.e. the date of superannuation or until further orders, whichever is earlier and was subsequently appointed as Additional Director by the Board of Directors w.e.f. 3rd September 2019 to hold office up to this AGM.

The Company has received requisite notice, pursuant to the provisions of Section 160 of the Act, proposing the candidature of Shri Yash Paul Bhola for appointment as Director (Finance) of the Company at ensuing AGM. He will be liable to retire by rotation in terms of Section 152 of the Act.

The remuneration, tenure and other terms and conditions of appointment shall be determined by the Government of India from time to time.

The details regarding his qualification, expertise, date of first appointment on the Board and other information are attached herewith which forms part of this Notice (Addendum).

Shri Yash Paul Bhola is not disqualified from being appointed as a Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as a Director of the Company.

The Board of Directors is of the opinion that Shri Yash Paul Bhola fulfills the conditions of his appointment as Director (Finance) of the Company. Keeping in view his vast experience and knowledge, it will be in the interest of the Company to appoint Shri Yash Paul Bhola as Director (Finance).

Save and except Shri Yash Paul Bhola and his relatives, to the extent of their shareholding, interest, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.11 of the Notice for approval of the shareholders.

2. Remote E-voting in compliance with provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing members with facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means. The members whose names appear in the Register of Members / List of Beneficial Owners as on 11.09.2019 i.e. the date prior to commencement of Book Closure are entitled to vote on the resolutions set forth in the Notice of AGM (including addendum hereto). The members may cast their vote on electronic voting system from place other than the venue of the meeting (Remote E-voting).
3. Other instructions/Notes including with regard to remote E-voting remains the same as detailed in the Notice of AGM dated 02.08.2019(already sent).

**By Order of the Board of Directors
For National Fertilizers Limited**

Registered Office:

Scope Complex, Core III, 7, Institutional Area,
Lodhi Road, New Delhi 110 003.

Date: 6th September, 2019

**(Raj Kumar)
Company Secretary
A11914**

**ANNEXURE TO NOTICE (ADDENDUM)
DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/
RE-APPOINTMENT**

Name	Shri Yash Paul Bhola (DIN: 08551454)
Date of Birth & Age	08.12.1961 (57 years)
Date of First Appointment	03.09.2019
Qualification	MBA (Finance) and CMA
Expertise in specific functional area	Shri Bhola is an MBA (Finance) and Member of The Institute of Cost Accountants of India. Prior to his appointment as Director (Finance) in NFL he was holding the position of Executive Director (F&A) in the Company. He has rich experience of more than three and a half decade handling various functional areas in Finance & Accounts Deptt. at Units, Central Marketing Office and Corporate Office. He had dealt successfully various functional areas including strategic planning, policy matters, finalization of accounts, audit, costing and budgetary control, working capital management, banking, ECBs, forex risk management, project evaluation, taxation, GST implementation etc. He had been actively involved in execution and implementation of various contracts/ projects of importance.
Number of Meetings of the Board held during the year and number of Board Meetings attended	N.A.
Relationship with any other Director, Manager and other KMP of the Company	NIL
Directorship held in other companies	Urvarak Videsh Limited
Membership/ Chairmanship of Committees across all Public Companies* held	NIL
No. of Shares Held	—

* In line with Regulation 26 of SEBI Listing Regulations, 2015, membership of only Audit committee and Stakeholders Relationship Committee has been considered.



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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	E-Mail ID:
Registered Address:	Folio No./* DP & Client Id.

I/We, being the members(s) of _____ shares of the above named Company, hereby appoint:-

- (1) Name: _____ Address: _____
E-Mail Id: _____ Signature: _____, or falling him/her;
- (2) Name: _____ Address: _____
E-Mail Id: _____ Signature: _____, or falling him/her;
- (3) Name: _____ Address: _____
E-Mail Id: _____ Signature: _____

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 45th Annual General Meeting of the Company to be held on **Wednesday, 18th September, 2019 at 2:30 PM** at Joseph Stein Auditorium, India Habitat Centre, Lodhi Road, New Delhi – 110003 and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution No.	Description	**For	**Against
ORDINARY BUSINESS			
1.	To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended March 31 st , 2019, 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.		
2.	To declare final dividend of ₹ 0.77/- per equity share for the financial year ended March 31 st , 2019 and to confirm the interim dividend of ₹1.09/- per equity share, already paid in the month of Feb., 2019.		
3.	To appoint Shri Devinder Singh Ahuja (DIN: 07687173), as Director (Technical).		
4.	To appoint Shri Dharam Pal (DIN: 02354549), as Director.		
5.	To fix remuneration of Statutory Auditors for the Financial Year 2019-20.		

Resolution No.	Description	**For	**Against
SPECIAL BUSINESS			
6.	To appoint Shri Virendra Nath Datt (DIN: 07823778), as Director (Marketing).		
7.	To appoint Shri Partha Sarthi Sen Sharma (DIN: 03210350), as Director.		
8.	To ratify the remuneration of the Cost Auditors for the financial year ending March 31 st , 2020.		
9.	To increase the borrowing limits of the Company		
10.	To approve the creation of charges, mortgages, hypothecation on the immovable and movable properties of the Company.		
11.	To appoint Shri Yash Paul Bhola (DIN: 08551454) as Director (Finance).		

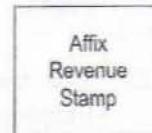
Signed this _____ day of _____, 2019.

Signature of the Shareholder

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder



Cut the Revenue
Stamp

Note: Please read instructions carefully.

***Instruction for Shareholders.**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. For Resolutions, Statement pursuant to Section 102 of the Companies Act, 2013 and Notes, please refer to the Notice (including Addendum hereto) of 45th Annual General Meeting.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. ****This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**
6. This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
7. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
8. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
9. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.