नेशनल फर्टिलाइज़र्स 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)
Corportate Office : A-11, Sector-24, Noida-201301,
Distt. Gautam Budh Nagar (U.P.)
Ph.: 0120-2412294, 2412445, Fax : 0120-2412397

No. NFL/SEC/SE/712 **Dated: 05.09.2022**

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 3rd August, 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 5th August, 2022 (9:00 AM) and ended on 3rd September, 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.

This is submitted for your intimation and records.

Thanking you,

Yours faithfully
For National Fertilizers Limited

ASHOK JHA
Digitally signed by ASHOK JHA
Date: 2022.09.05 16:39:16 +05'30'

(Ashok Jha)
Company Secretary

Encl: As above.

NATIONAL FERTILIZERS LIMITED	
Date of Postal Ballot	05.08.2022 to 03.09.2022
Total number of shareholders on record date	129119
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NA
Public:	NA

Resolution No.	1							
Resolution required: (Ordinary/ Special)	Ordinary (To appoint Shri Hira Nand (DIN: 09476034), as Director (Finance) 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	66310304	50121929	75.59	50121929	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		50121929	75.59	50121929	0	100.00	0.00
Public- Non Institutions	Remote E- Voting	57738564	498672	0.86	435478	63194	87.33	12.67
	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		498672	0.86	435478	63194	87.33	12.67
	Total	490578400	417150133	85.0323	417086939	63194	99.98	0.02

05/09/2022

AGARWAL S. & ASSOCIATES
Company Secretaries

D-427, 2nd Floor, Palam Extn., Ramphal Chowk,
Sector 7, Dwarka, New Delhi-110075
Email Id: asacs2022@gmail.com
Phone: 011–45052182

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 25th July, 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 25th July, 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, September 3, 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, 29th July, 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, August 05, 2022 at 9:00 A.M. (IST)** to **Saturday, September 03, 2022 at 5:00 P.M. (IST).**

   ii. The votes cast during the e-voting were unblocked on **Saturday, 3rd September, 2022** after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, Mr. Ajay and Mr. Shailendra Singh, 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.

AJAY KUMAR CHOUDHARY Digitally signed by AJAY KUMAR CHOUDHARY Date: 2022.09.05 12:58:18 -07'00'

(Witness 1)

Shailendra Singh

(Witness 2)

   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 Hira Nand (DIN: 09476034), as Director (Finance) 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 %
921	417150133	852	417086939	99.98	69	63194	0.02

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. 626/2019

SACHIN AGARWAL

Digitally signed by SACHIN AGARWAL
Date: 2022.09.05 13:08:15 +05'30'

Sachin Agarwal
Partner
FCS-5774
UDIN: F005774D000912977

Countersigned By:

Place: New Delhi
Date: 5th September, 2022

Chairman & Managing Director
National Fertilizers Limited (NFL)

नेशनल फर्टिलाइज़र्स लिमिटेड
(भारत सरकार का उपक्रम)
कॉरपोरेट कार्यालय : ए-11, सैक्टर-24, नोएडा - 201301
जिला गौतम बुद्ध नगर (उ.प्र.),
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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, 5th August, 2022 and ended at 5.00 P.M. on Saturday, 3rd September, 2022. Members, whose names appeared in the Register of Members / Beneficial Owners as on the Cut-Off Date i.e. 29th July, 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 25th July, 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 Hira Nand (DIN: 09476034), as Director (Finance) of the Company.	417086939	99.98	63194	0.02

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: 05.09.2022