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

एन एफ एल
NFL

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/624 **Dated: 07.07.2022**

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: Minutes of Postal Ballot conducted by the Company through remote e-voting.

Dear Sir,

Please find enclosed the minutes of resolutions passed by way of Postal Ballot through remote e-voting process on June 25, 2022 and the results of the same was announced on June 27, 2022. The Postal Ballot results have already been submitted vide our letter no. NFL/SEC/SE/607 dated June 27, 2022.

This is for your information and records.

Thanking you,

Yours faithfully,
For National Fertilizers Limited

07/07/2022

(Ashok Jha)
Company Secretary

Encl: As above.

MINUTES OF RESOLUTIONS PASSED BY THE MEMBERS OF NATIONAL FERTILIZERS LIMITED (CIN – L74899DL1974GOI007417) THROUGH POSTAL BALLOT BY REMOTE E-VOTING PROCESS ON SATURDAY, 25TH JUNE, 2022, THE RESULTS OF WHICH WERE DECLARED ON MONDAY, 27TH JUNE, 2022.

The Board of Directors of the Company had approved the proposal to conduct the Postal Ballot by way of remote e-voting pursuant to 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 Ministry of Corporate Affairs ("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), to seek approval of the Members for the following businesses by passing Ordinary/Special Resolution(s) as set below:

Ordinary Resolution(s):

1. To appoint Shri Atul Baburao Patil (DIN: 09557730), as Director (Marketing) of the Company.
2. To appoint Ms. Neeraja Adidam (DIN: 09351163) as Government Nominee Director on the Board of the Company.

Special Resolution(s):

3. To appoint Dr. Poonam Sharma (DIN: 09392920) as Non-official Independent Director on the Board of the Company.
4. To appoint Shri Kashi Ram Godara (DIN: 09393859) as Non-official Independent Director on the Board of the Company.
5. To appoint Shri Ritesh Tiwari (DIN: 07082681) as Non-official Independent Director on the Board of the Company.
6. To appoint Dr. Venkata Sarvarayudu Thota (DIN: 01631664) as Non-official Independent Director on the Board of the Company.
7. To appoint Shri Jyoti Bhramar Tubid (DIN: 02442295) as Non-official Independent Director on the Board of the Company.

In line with the MCA Circulars, Notice of the Postal Ballot dated 17th May, 2022, had been sent on 25th May, 2022 through email to all the members whose names appeared in the Register of Members of the Company in physical mode or in the Register of Beneficial Owners in electronic mode, as per the details furnished by the Depositories as on the close of the business hours on 20th May, 2022.

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The shareholders were also apprised regarding completion of dispatch of postal ballot notice and other relevant details through newspaper advertisement published on 26th May, 2022.

Remote e-voting period commenced from Friday, 27th May, 2022 at 09:00 A.M. (IST) and ended on Saturday 25th June, 2022 at 05:00 P.M. (IST). The Company engaged National Securities Depository Limited (NSDL) to provide the remote e-voting facility.

To ensure the fair and transparent remote e-voting and to scrutinize the results, the Board of Directors appointed Shri Naresh Kumar Sinha, Proprietor of M/s Kumar Naresh Sinha & Associates, Company Secretaries (FCS No.: F1807 & COP No.: 14984), as Scrutinizer.

Shri Naresh Kumar Sinha, Scrutinizer, after completion of scrutiny of the e-votes, submitted his report dated 27th June, 2022 to the Chairman & Managing Director of the Company. Chairman announced the results of the voting on 27th June, 2022 that all seven resolutions of Special Business as mentioned in Postal Ballot Notice dated 17th May, 2022 have been passed with requisite majority as follows:

S.No	Resolution	No. of votes in favour	% of votes in favour (approx.)	No. of votes against	% of votes against (approx.)
1.	**Resolution No.1 – Ordinary Resolution** To appoint Shri Atul Baburao Patil (DIN: 09557730), as Director (Marketing) of the Company.	424079299	99.99	48326	0.01
2.	**Resolution No.2 – Ordinary Resolution** To appoint Ms. Neeraja Adidam (DIN: 09351163) as Government Nominee Director on the Board of the Company.	424021498	99.98	104264	0.02
3.	**Resolution No.3 – Special Resolution** To appoint Dr. Poonam Sharma (DIN: 09392920) as Non-official Independent Director on the Board of the Company.	422135318	99.53	1989747	0.47

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4.	**Resolution No.4 – Special Resolution** To appoint Shri Kashi Ram Godara (DIN: 09393859) as Non-official Independent Director on the Board of the Company.	422132017	99.53	1992328	0.47
5.	**Resolution No.5 – Special Resolution** To appoint Shri Ritesh Tiwari (DIN: 07082681) as Non-official Independent Director on the Board of the Company.	422131700	99.53	1991740	0.47
6.	**Resolution No.6 – Special Resolution** To appoint Dr. Venkata Sarvarayudu Thota (DIN: 01631664) as Non-official Independent Director on the Board of the Company.	424073152	99.99	51613	0.01
7.	**Resolution No.7 – Special Resolution** To appoint Shri Jyoti Bhramar Tubid (DIN: 02442295) as Non-official Independent Director on the Board of the Company.	424074583	99.99	50181	0.01

The resolutions for the Special Business as set out in Item No. 1 to 7 in the Notice of the Postal Ballot had been duly approved by the members with requisite majority and recorded hereunder:

SPECIAL BUSINESS

Item No.1:- To appoint Shri Atul Baburao Patil (DIN: 09557730), as Director (Marketing) of the Company.

ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 152, 161 of the Companies Act, 2013, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (including any statutory modification thereof) and other applicable provisions read with the Articles of Association of the Company, Shri Atul Baburao Patil (DIN: 09557730), who was appointed as Director (Marketing), by the President of India through Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India vide Order No. 82/1/2021-HR PSU (part) dated 25th March, 2022 and subsequently appointed as an Additional Director by the Board of Directors to hold the post of Director (Marketing) w.e.f. 07.04.2022 and in respect of whom the Company has

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received a notice under Section 160 of Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Director (Marketing) of the Company, liable to retire by rotation, on such terms & conditions as may be fixed by the Government of India."

Item No.2:- To appoint Ms. Neeraja Adidam (DIN: 09351163) as Government Nominee Director on the Board of the Company.

ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 152, 161 of the Companies Act, 2013, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (including any statutory modification thereof) and other applicable provisions read with the Articles of Association of the Company, Ms. Neeraja Adidam (DIN: 09351163), who was appointed as Government Nominee Director, by the President of India through Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India vide Order No. 95/1/2019-HR-PSU dated 29th September, 2021 and subsequently appointed as an Additional Director in terms of Section 161 of the Companies Act, 2013 under the category Non-Executive Director (Government Nominee) by the Board of Directors with effect from 14.10.2021 and in respect of whom the Company has received a notice under Section 160 of Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as Government Nominee Director of the Company, liable to retire by rotation, on such terms & conditions as may be fixed by the Government of India."

Item No.3:- To appoint Dr. Poonam Sharma (DIN: 09392920) as Non-official Independent Director on the Board of the Company.

SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161, Schedule IV, and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, Regulation 17 & 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Dr. Poonam Sharma (DIN: 09392920), who was appointed as Non-official Independent Director, by the Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India vide Order No. 78/2/2006-HR-PSU (pt II) dated 5th November, 2021 and subsequently appointed as an Additional Director (Non-official Independent Director) by the Board of Directors with effect from 12.11.2021 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as an Non-official Independent Director of the Company, not liable to retire by rotation, for a period of three (03) years w.e.f. 12.11.2021."

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Item No.4:- To appoint Shri Kashi Ram Godara (DIN: 09393859) as Non-official Independent Director on the Board of the Company.

SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161, Schedule IV, and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, Regulation 17 & 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Shri Kashi Ram Godara (DIN: 09393859), who was appointed as Non-official Independent Director, by the Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India vide Order No. 78/2/2006-HR PSU (pt II) dated 5th November, 2021 and subsequently appointed as an Additional Director (Non-official Independent Director) by the Board of Directors with effect from 12.11.2021 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Non-official Independent Director of the Company, not liable to retire by rotation, for a period of three (03) years w.e.f. 12.11.2021."

Item No.5:- To appoint Shri Ritesh Tiwari (DIN: 07082681) as Non-official Independent Director on the Board of the Company.

SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161, Schedule IV, and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, Regulation 17 & 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Shri Ritesh Tiwari (DIN: 07082681), who was appointed as Non-official Independent Director, by the Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India vide Order No. 78/2/2006-HR-PSU (pt II) dated 5th November, 2021 and subsequently appointed as an Additional Director (Non-official Independent Director) by the Board of Directors with effect from 12.11.2021 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Non-official Independent Director of the Company, not liable to retire by rotation, for a period of three (03) years w.e.f. 12.11.2021."

Item No.6:- To appoint Dr. Venkata Sarvarayudu Thota (DIN: 01631664) as Non-official Independent Director on the Board of the Company.

SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161, Schedule IV, and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, Regulation 17 & 25 of SEBI (Listing Obligations and Disclosure

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Requirements) Regulations, 2015 and Articles of Association of the Company, Dr. Venkata Sarvarayudu Thota (DIN: 01631664), who was appointed as Non-official Independent Director, by the Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India vide Order No. 78/2/2006-HR-PSU (pt II) dated 5th November, 2021 and subsequently appointed as an Additional Director (Non-official Independent Director) by the Board of Directors with effect from 30.11.2021 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Non-official Independent Director of the Company, not liable to retire by rotation, for a period of three (03) years w.e.f. 30.11.2021."

Item No.7:- To appoint Shri Jyoti Bhramar Tubid (DIN: 02442295) as Non-official Independent Director on the Board of the Company.

SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161, Schedule IV, and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, Regulation 17 & 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Shri Jyoti Bhramar Tubid (DIN: 02442295), who was appointed as Non-official Independent Director, by the Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India vide Order No. 78/2/2006-HR PSU (pt) dated 28th March, 2022 and subsequently appointed as an Additional Director (Non-official Independent Director) by the Board of Directors with effect from 21.04.2022 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Non-official Independent Director of the Company, not liable to retire by rotation, for a period of three (03) years w.e.f. 21.04.2022."

The results were also submitted to the stock exchanges viz. BSE Limited and National Stock Exchange of India Limited (NSE) where the securities of the Company are listed.

The results were displayed on the Notice Board of the Company's Registered Office as well as the Corporate Office and were also made available on the website of the Company and National Securities Depository Limited, the e-voting agency.

(Shri Nirlep Singh Rai)
Chairman & Managing Director
(DIN 08725698)

Date of Entry in Minutes Book	07.07.2022
Date of Signing	07.07.2022
Place	New Delhi

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