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/728** **Dated: 09.09.2022**

| | |
|---|---|
| **National Stock Exchange of India Ltd.**<br>**Exchange Plaza,**<br>**C-1, Block-G, Bandra Kurla Complex, Bandra (E),**<br>**Mumbai-400051** | **BSE Limited**<br>**Corporate Relationship Department,**<br>**1st Floor, New Trading Wing, Rotunda Building, Phiroze Jeejeebhoy Towers,**<br>**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 resolution passed by way of Postal Ballot through remote e-voting process on September 03, 2022 and the results of the same was announced on September 05, 2022. The Postal Ballot results have already been submitted vide our letter no. NFL/SEC/SE/712 dated September 05, 2022.

This is for your information and records.

Thanking you,

**Yours faithfully,**
**For National Fertilizers Limited**

ASHOK JHA

Digitally signed by ASHOK JHA
DN: c=IN, st=Uttar Pradesh, 2.5.4.20=25389b10a752d2a598ee742f34f958161c3f2d22ad8f83c628c47489c3eb3ac56, postalCode=201306, street=FLAT NO C-1205,TOWER-C, FUSION HOMES,GH 05A, TECH ZONE IV, GREATER NOIDA WEST, BISHRAKH, GAUTAM BUDDHA NAGAR UTTAR PRADESH SURAJPUR, pseudonym=22cf1eaac2f65f9c53cc0ed013b34f4d4, serialNumber=6d5684e3bd1fe754a49802fa889bdbe1eaf8beab50f18d54d5ca92fe9211ea70, o=Personal, cn=ASHOK JHA
Date: 2022.09.09 14:35:03 +05'30'

**(Ashok Jha)**
**Company Secretary**

**Encl: As above.**

**MINUTES OF RESOLUTION PASSED BY THE MEMBERS OF NATIONAL FERTILIZERS LIMITED (CIN – L74899DL1974GOI007417) THROUGH POSTAL BALLOT BY REMOTE E-VOTING PROCESS ON SATURDAY, 3RD SEPTEMBER, 2022, THE RESULTS OF WHICH WERE DECLARED ON MONDAY, 5TH SEPTEMBER, 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 to appoint Shri Hira Nand (DIN: 09476034), as Director (Finance) of the Company by passing Ordinary Resolution.

In line with the MCA Circulars, Notice of the Postal Ballot dated 25th July, 2022, had been sent on 3rd August, 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 29th July, 2022.

The shareholders were also apprised regarding completion of dispatch of postal ballot notice and other relevant details through newspaper advertisement published on 4th August, 2022.

Remote e-voting period commenced from Friday, 5th August, 2022 at 09:00 A.M. (IST) and ended on Saturday, 3rd September, 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 Sachin Agarwal, Partner of M/s Agarwal S. & Associates, Company Secretaries (FCS No.: F5774 & COP No.: 5910), as Scrutinizer.

Shri Sachin Agarwal, Scrutinizer, after completion of scrutiny of the e-votes, submitted his report dated 5th September, 2022 to the Chairman & Managing Director of the Company. Chairman announced the results of the voting on 5th September, 2022 that the resolution of Special Business as mentioned in Postal Ballot Notice dated 25th July, 2022 has been passed with requisite majority as follows:

CERTIFIED TRUE COPY

अशोक झा
कंपनी सचिव
(ए.सी.एस. 14100)
नेशनल फर्टिलाइज़र्स लिमिटेड

| S.No. | Resolution | No. of votes in favour | % of votes in favour (approx.) | No. of votes against | % of votes against (approx.) |
|---|---|---|---|---|---|
| 1. | **Ordinary Resolution**<br>To appoint Shri Hira Nand (DIN: 09476034), as Director (Finance) of the Company. | 417086939 | 99.98 | 63194 | 0.02 |

The resolution for the Special Business as set out in the Notice of the Postal Ballot had been duly approved by the members with requisite majority and recorded hereunder:

**SPECIAL BUSINESS**

**To appoint Shri Hira Nand (DIN: 09476034), as Director (Finance) 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 Hira Nand (DIN: 09476034), who was appointed as Director (Finance), by the President of India through Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India vide Order No. 82/3/2013-HR-PSU dated 17.06.2022, and subsequently appointed as an Additional Director by the Board of Directors to hold the post of Director (Finance) w.e.f. 17.06.2022 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, 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."

**(Shri Atul Baburao Patil)**
**Chairman & Managing Director**
**(DIN: 09557730)**

| | |
|---|---|
| **Date of Entry in Minutes Book** | 08.09.2022 |
| **Date of Signing** | 08.09.2022 |
| **Place** | New Delhi |

CERTIFIED TRUE COPY

अशोक झा
कंपनी सचिव
(ए.सी.एस. 14100)
नेशनल फर्टिलाइज़र्स लिमिटेड