



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, 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

No. NFL/SEC/SE/33

Dated: 20.11.2020

Dy. General Manager (Corp. Relations), BSE Limited, Floor 25, Phiroze - Jeejeebhoy Towers, Dalal Street, Mumbai - 400001.	Asstt. Vice President (Listing), National Stock Exchange Limited, Registered Office (Exchange Plaza), C-1, Block-G, Bandra Kurla Complex, Bandra (E), Mumbai - 400051.
BSE Scrip Code: 523630	NSE Symbol: NFL

Sub: 46th Annual General Meeting Notice and Annual Report for F.Y. 2019-2020.

Dear Sir,

This is in continuation to our earlier communication dated 12.11.2020 regarding holding of 46th Annual General Meeting of the Company on **Thursday, 17th December, 2020 at 2:30 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")**.

Pursuant to Regulation 30 read with Part A of Schedule III and Regulation 34 of SEBI (LODR) Regulations 2015, we are enclosing herewith the Notice of 46th AGM and the Annual Report for the F.Y. 2019- 20.

The Annual Report 2019-20 along with AGM Notice is also available on the website of the Company at www.nationalfertilizers.com.

This is submitted for your intimation and records.

Thanking you,

**Yours faithfully,
For National Fertilizers Limited**

(Signature)
20/11/2020

**(Ashok Jha)
Company Secretary**

Encl: As above.

NATIONAL FERTILIZERS LIMITED

CIN: L74899DL1974GOI007417

Registered Office: Scope Complex, Core-III, 7, Institutional Area,
Lodhi Road, New Delhi – 110003.

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

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

NOTICE OF 46TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 46th Annual General Meeting of the Members of National Fertilizers Limited will be held on Thursday, the 17th day of December, 2020 at 2:30 PM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following business:

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, 2020 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 confirm the interim dividend of ₹0.95 per equity share, already paid in the month of March, 2020.
3. To appoint a director in place of Shri Partha Sarthi Sen Sharma (DIN: 03210350), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Shri Yash Paul Bhola (DIN: 08551454), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
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 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 the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Statutory Auditor(s) of the Company appointed by Comptroller and Auditor General of India for the Financial Year 2020-21 as may be deemed fit by the Board."

SPECIAL BUSINESS

6. To appoint Shri Nirlep Singh Rai (DIN: 08725698), as Director (Technical) 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, 161 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, Shri Nirlep Singh Rai (DIN: 08725698), who was appointed as Director (Technical), by the President of India through Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India vide Order No. 82/1/2016-HR(PSU) dated 14.02.2020 and subsequently appointed as Additional Director by the Board of Directors w.e.f. 01.04.2020 and holds office upto the date of 46th 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 be and is hereby appointed as Director (Technical) of the Company, liable to retire by rotation, on such terms & conditions as may be fixed by the Government of India."
7. To appoint Shri Pandya Ashwin Kumar Balvantray (DIN: 03068985) as Non-official Independent Director on the Board 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 149, 152, 161 (3), Schedule IV, and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, Shri Pandya Ashwin Kumar Balvantray (DIN: 03068985), who was appointed as Non-official Independent Director, by the President of India through Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India vide Order No. 78/2/2006- HR (PSU) dated 01.05.2020 and subsequently appointed as an Additional Director (Non-official Independent Director) by the Board of Directors with effect from 04.05.2020 and holds Office upto the date of 46th Annual General Meeting 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 for a period of three (03) years w.e.f. 04.05.2020 and shall not be liable to retire by rotation".

8. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2021, and in this regard to consider and if thought fit, to pass with or without modification(s), following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provision of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014 (including any statutory modification or re-enactment thereof), the remuneration payable to Cost Auditors M/s. R. K. Patel & Co., M/s. Ravi Sahni & Co., M/s. Sanjay Gupta & Associates and M/s. K. L. Jaisingh & Co., who have been appointed by the Board as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31.03.2021 amounting to ₹1,10,000/-, ₹55,000/-, ₹55,000/-, ₹55,000/- plus GST respectively and additional fee of ₹25,000/- plus GST payable to M/s. Sanjay Gupta & Associates as lead Cost Auditor and reimbursement of travelling and local transport expenses, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary to give effect to this resolution."

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

Registered Office:

Scope Complex, Core-III,
7 Institutional Area, Lodhi Road
New Delhi-110003.

Date: 11.11.2020

**Ashok Jha
Company Secretary
A-14100**

NOTES:

1. In view of the continuing CoVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circular no. 20/2020 dated May 5, 2020 read with General Circular no. 14/2020 dated April 8, 2020 and General Circular no. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. Explanatory Statement pursuant to Section 102 of the Act setting out the material facts in respect of Special Business (Item No. 6 to 8) is annexed hereto. The relevant details under Regulations 26(4) and Regulations 36(3) of SEBI Listing Regulations, of the persons seeking appointment/re-appointment as directors under Item no. 3, 4, 6 and 7 are also annexed.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE, THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.**
4. In case Members have any query relating to the Financial Statements or about the operations of the Company, are requested to write to the Company on or before 12.12.2020 through email on investor@nfl.co.in. The same will be replied by the Company suitably.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to kumarnareshsinha@gmail.com with a copy marked to evoting@nsdl.co.in.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM.
7. The Board of Directors, in its meeting held on March 09, 2020, had declared an interim dividend @ 9.50 % (₹0.95 per share) on the paid-up equity share capital of the company. Members who have not encashed or not received their dividend warrants may approach RTA of the Company.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 11.12.2020 to 17.12.2020 (both days inclusive) for the purpose of AGM.
9. Members holding shares in electronic form may please note that the bank account details and 9-digit MICR Code of their Bankers, as noted in the records of their depository, would be used for the purpose of remittance of dividend through Electronic Clearing Service (ECS), or for printing on dividend warrants, wherever applicable. Members are, therefore, requested to update their bank account particulars, change of address and other details with their respective Depository Participants for shares held in demat mode and with the RTA for shares held in physical form.
10. Reserve Bank of India (RBI) is providing ECS/NECS facility for payment of dividend in select cities. Members holding shares in physical form are advised to submit particulars of their bank account, viz, names and address of the branch of the bank, 9 digit MICR code of the branch, type of account and account number to the RTA.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/Depository Participant as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA (M/s. MAS Services Limited, T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020, e-mail ID: info@masserv.com).
12. Members holding shares in physical form should notify change in their addresses, if any, to the Registrar & Transfer Agent specifying full address in block letters with code of their post offices. Members holding shares in electronic form (demat), should inform the change of address, if any to their respective depository participant.
13. Members may note that Notice of 46th Annual General Meeting together with Annual Report for 2019-20 are also available on the Company's website www.nationalfertilizers.com for their download.
14. Members who hold shares in identical names or joint holding in the same order of names are requested to write to the Registrar & Transfer Agent enclosing their share certificates to enable the Company to consolidate their holdings in one Folio.

15. Unpaid/Unclaimed Dividend:

The Company has transferred the unpaid or unclaimed dividends declared upto financial year 2011-12, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company, as on 18.09.2019 (date of previous AGM) on the website of the Company (www.nationalfertilizers.com) as also on the website of the IEPF Authority and the same can be accessed through the link <https://www.iepf.gov.in>.

Members, who have not so far encashed or not received the dividend, are requested to contact the Registrar and Transfer Agents, M/s. MAS Services Limited for the same. Members are requested to note that no claims shall lie against the Company in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first become due for payment.

Transfer of shares to IEPF

The Members may kindly note that pursuant to the provisions of Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules"), all shares in respect of which dividend has remained unclaimed/unpaid for seven consecutive years or more shall be transferred by the Company in favour of IEPF.

In pursuance of the IEPF Rules, the Company has communicated individually to the concerned shareholders whose shares are liable to be transferred to IEPF, if any. The Company has also uploaded full details of such shareholders and shares due for transfer to IEPF, if any on its website at www.nationalfertilizers.com under the section "Investors Desk".

16. Members holding shares in physical mode:

- i) are required to submit their Permanent Account Number (PAN) and bank account details to the RTA/Company, if not registered with the Company as mandated by SEBI vide their circular dated 20.04.2018.
- ii) are advised to register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is uploaded in the Company's website and can be accessed at link: <http://www.nationalfertilizers.com>.
- iii) are requested to register/update their e-mail address for receiving all communications from the Company electronically. Members are requested to provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to info@masserv.com with subject line e-mail registration of National Fertilizers (NFL) with folio No.

17. Members holding shares in electronic mode:

- i) are requested to submit their PAN and Bank account details to their respective DPs with whom they are maintaining their demat accounts as mandated by SEBI vide their circular dated 20th April, 2018.
- ii) are advised to contact their respective DPs for registering the nominations.
- iii) are requested to register/update their e-mail address with their respective DPs for receiving all communications from the Company electronically.

Separate communication has already been sent to all the members by the RTA who have not registered their PAN/Bank Account details.

18. In accordance with the amendments to Regulation 40 of the SEBI Listing Regulations, effective from 05th December, 2018, Securities and Exchange Board of India has revised the provisions relating to transfer of listed securities and decided that except for transmission and transposition cases, requests for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a depository. The measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, convenience and safety in transactions for investors.

In view of the above, members holding shares in physical form are requested to convert their shares to dematerialized form to eliminate all associated risks.

19. Pursuant to Section 143(5) read with Section 139(5) of the Act, the Auditors of a Government Company have been appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) and in terms of sub-section (1) of Section 142 of the Act, their remuneration has to be fixed by the Company in the meeting or in such manner as the Company in General Meeting may determine. Accordingly, resolution at Agenda Item No. 5 under the head of ordinary business has been proposed.
20. **In compliance with MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the AGM Notice and Annual Report 2019-20 will also be available on the Company's website www.nationalfertilizers.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.**
21. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
22. Annual listing fee for the year 2019-20 has been paid to all Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2019-20 was paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.
23. None of the Directors of the Company is in any way related with each other.
24. 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 pleased to provide members with facility to exercise their right to vote on the resolutions proposed to be passed **at the AGM by electronic means**. The facility of casting the votes by the members using an electronic voting system will be provided by M/s MAS Services Limited. The members whose names appear in the Register of Members/List of Beneficial Owners as on 10.12.2020 i.e. the date prior to commencement of Book Closure are entitled to vote on the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below:

1.	Date and time of commencement of Remote E-voting	14 th December, 2020 (9.00AM)
2.	Date and time of ending of Remote E-voting	16 th December, 2020 (5.00PM)
3.	The Remote E-voting shall not be allowed beyond the said date and time. Once the vote on a resolution is cast by a member, such member will not be allowed to change it subsequently.	
4.	Website details of the Company/Agency, where the Notice of AGM is displayed	www.nationalfertilizers.com www.evoting.nsdl.com
5.	Website for Remote E-voting	https://www.evoting.nsdl.com

25. Kindly note that the members can opt for only one mode of voting i.e. either through Remote e-voting or voting at the AGM through VC or OAVM. Therefore, members who have cast their votes by remote e-voting prior to the AGM may attend the AGM through VC or OAVM but shall not be entitled to cast their votes again. If a member casts votes by both modes then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

Instructions for Remote e-voting/e-voting for AGM

The details of the process and manner for remote e-voting are explained below:

Step 1: Log-in to the NSDL e-voting system at <https://www.evoting.nsdl.com>

Step 2: Cast your vote electronically on NSDL e-voting system.

Step 1: Log-in to the NSDL e-voting system at <https://www.evoting.nsdl.com>

- Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- Once the homepage of e-voting system is launched, click on the icon "Login" which is available under "Shareholders" section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below:

Manner of holding shares i.e. demat (NSDL or CDSL) or physical	Your User ID is :
a) For Members who hold shares in demat account with NSDL	8-Character DP ID followed by 8-Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12*****, then your User ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16-Digit Beneficiary ID For example, if your Beneficiary ID is 12*****, then your User ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if Folio Number is 001 and EVEN is 101456, then User ID is 1014560000001

- If your email ID is not registered, please follow steps mentioned under point no. 16 for registration of email ID and obtaining User ID/Password for e-voting.

- vi) Your password details are given below :
 - a) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will prompt you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, the last 8 digits of your client ID for your CDSL account or Folio Number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow the steps mentioned under point no. 16 for registration of email ID and obtaining user ID/password for e-voting.
- vii) If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
 - a) Click on the "Forgot User Details/Password?"(If you hold shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) A "Physical User Reset Password?" (If you hold shares in physical mode) option is available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by the above two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/Folio Number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- viii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- ix) Now, you will have to click on the "Login" button.
- x) After you click on the "Login" button, homepage of e-voting will open.

Step 2 : Cast your vote electronically

How to cast your vote electronically on NSDL e-voting system?

- i) After successful login following Step 1, you will be able to see the homepage of e-voting. Click on e-voting. Then, click on "Active Voting Cycles".
- ii) After click on "Active Voting Cycles", you will be able to see the EVEN of all the companies in which you hold shares and whose voting cycle is in active status.
- iii) Select the EVEN of National Fertilizers Limited, which is 114908.
- iv) Now you are ready for e-voting as the voting page opens.
- v) Cast your vote by selecting the appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on the "Submit" and "Confirm button" when prompted.
- vi) Upon confirmation, the message "Vote cast successfully" will be displayed.
- vii) You can also take a printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for e-voting

- i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - ii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/ JPG format) of the relevant Board resolution/authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kumarnareshsinha@gmail.com with a copy marked to evoting@nsdl.co.in.
 - iii) It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 - iv) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available in the download section of www.evoting.nsdl.com or call on the toll-free number : 1800-222-990 or send a request at evoting@nsdl.co.in or contact Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., at the designated email IDs : evoting@nsdl.co.in or AmitV@nsdl.co.in or pallavid@nsdl.co.in or at telephone nos. : +91-22-24994360 or +91-22-24994545 who will address the grievances on e-voting.
 - v) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 10.12.2020.
26. Shri Naresh Kumar Sinha, Proprietor of M/s Kumar Naresh Sinha & Associates (CP :14984), Compnay Secretaries has been appointed as Scrutinizer to scrutinize the e-voting (votes casted during the AGM and votes casted through remote e-voting) process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.nationalfertilizers.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE and NSE.

27. The details of the process and manner of participating in the Annual General Meeting through Video conferencing are explained herein below:

Step 1: Log-in to the NSDL e-voting system at <https://www.evoting.nsdl.com>

- I. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- II. Once the homepage of e-voting system is launched, click on the icon "Login" which is available under "Shareholders" section.
- III. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

IV. Your User ID details are given below:

Manner of holding shares i.e. demat (NSDL or CDSL) or physical	Your User ID is :
a) For Members who hold shares in demat account with NSDL	8-Character DP ID followed by 8-Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12*****, then your User ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16-Digit Beneficiary ID For example, if your Beneficiary ID is 12*****, then your User ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if Folio Number is 001 and EVEN is 101456, then User ID is 1014560000001

V. If your email ID is not registered, please follow steps mentioned under point no. 16 for registration of email ID and obtaining User ID / Password for e-voting.

VI. Your password details are given below :

- If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
- If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will prompt you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, the last 8 digits of your client ID for your CDSL account or Folio Number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow the steps mentioned under point no. 16 for registration of email ID and obtaining user ID / password for e-voting.

VII. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

- Click on the "Forgot User Details / Password?"(If you hold shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- A "Physical User Reset Password?"(If you hold shares in physical mode) option is available on www.evoting.nsdl.com.
- If you are still unable to get the password by the above two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / Folio Number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

VIII. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

IX. Now, you will have to click on the "Login" button.

X. After you click on the "Login" button, homepage of e-voting will open.

XI. Now click on live streaming link (After clicking on the same you will be redirect to CISCO Webex site)

- XII. Now enter your name,surname and email id
- XIII. Password is already filled if you have change inadvertently then please enter password cds|@1234
- XIV. Now click on join now
- XV. Now webex will ask you to add driver please choose run temporary option after downloading the same please run
- XVI. Now click on join meeting you will be in meeting room.

General guidelines for VC participation

- Members may note that the 46th AGM of the Company will be convened through VC in compliance with the applicable provisions of the Companies Act, 2013, read with the MCA Circulars. The facility to attend the meeting through VC will be provided by the Company.
- Members can log in and join 30 minutes prior to the schedule time of the AGM and window for joining the meeting shall be kept open till the expiry of 15 minutes after the scheduled time. The Company is providing VC/OAVM facility to members to attend the AGM. The said facility will be available for 1000 Members on first come first served basis. This will not include large Members (i.e. Members with 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- Members can participate in the AGM through their desktops/smartphones/laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops/laptops with high-speed internet connectivity.
- Please note that participants connecting from mobile devices or tablets, or through laptops via mobile hotspot may experience audio/video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the aforementioned glitches.
- Members who would wish to speak at the AGM may register themselves as a speaker by sending their request with below-mentioned details, from their registered email address at investor@nfl.co.in on or before 12.12.2020.

Name	
DP ID and Client ID/folio No.	
Mobile No.	
No. of shares held on cut-off date (i.e. 10.12.2020)	
Query	

Members who have registered as a speaker will only be allowed to speak during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Registered Members holding higher voting rights will be given preference to speak at the AGM. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

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

Registered Office:

Scope Complex, Core-III,
7, Institutional Area, Lodhi Road,
New Delhi-110003.

Date: 11.11.2020

**(Ashok Jha)
Company Secretary
A-14100**

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 6: Appointment of Shri Nirlep Singh Rai (DIN: 08725698) as Director (Technical)

Shri Nirlep Singh Rai (DIN: 08725698), has been appointed as Director (Technical) of the Company by the President of India vide Order No. 82/1/2016-HR(PSU) dated 14.02.2020 issued by Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India, from the date of assumption of charge of the post on or after 01.04.2020 till 31.08.2022 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. 01.04.2020 to hold office up to this Annual General Meeting.

The Company has received requisite notice, pursuant to the provisions of Section 160 of the Act, proposing the candidature of Shri Nirlep Singh Rai for appointment as Director (Technical) of the Company at ensuing AGM. Nomination and Remuneration Committee has recommended the appointment of Shri Nirlep Singh Rai as Director (Technical) of the Company 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 the Notice.

Shri Nirlep Singh Rai 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. Brief profile of Shri Nirlep Singh Rai, nature of his expertise are also provided in the Directors' Profile annexed to Corporate Governance Report forming part of the Annual Report.

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

Save and except Shri Nirlep Singh Rai 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.6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.6 of the Notice for approval of the shareholders.

Item No. 7: Appointment of Shri Pandya Ashwin Kumar Balvantray (DIN: 03068985) as Non-official Independent Director

Shri Pandya Ashwin Kumar Balvantray (DIN: 03068985), has been appointed as Non-official Independent Director of the Company by the President of India vide Order No. 78/2/2006-HR (PSU) dated 01.05.2020 issued by Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India, from the date of assumption of charge or until further orders, whichever is earlier and was subsequently appointed as Additional Director (Non-official Independent Director) by the Board of Directors w.e.f. 04.05.2020 to hold office up to this Annual General Meeting.

Shri Pandya Ashwin Kumar Balvantray has done his M.Tech (Structural Engineering) from I.I.T. Delhi in the year 1983 and B.E. (Civil) from Saurashtra University in the year 1976. At present, he is the Secretary General of International Commission on Irrigation and Drainage.

He is also the Chairperson of Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, Corporate Social Responsibility and Sustainable Development Committee and Risk Management Committee of NFL.

Notice has been received under Section 160 of Companies Act, 2013 proposing the candidature of Shri Pandya Ashwin Kumar Balvantray as an Independent Director. He will not be liable to retire by rotation.

Shri Pandya Ashwin Kumar Balvantray 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. Company has received a declaration from Shri Pandya Ashwin Kumar Balvantray that he meets with the criteria of independence as prescribed under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Brief resume of Shri Pandya Ashwin Kumar Balvantray, nature of his expertise are provided in the Directors' Profile annexed to Corporate Governance Report forming part of the Annual Report.

Save and except Shri Pandya Ashwin Kumar Balvantray 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/their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice.

Keeping in view his vast experience and knowledge, the Board recommends the Ordinary Resolution set out at Item No.7 of the Notice for approval of the shareholders.

Item No. 8: To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2021

Pursuant to the recommendation of the Audit Committee, Board of Directors in its meeting held on 30.07.2020 have approved the appointment of Cost Auditors and fixed their remuneration to conduct Audit of Cost records of the Company for the financial year 2020-21 as per the following details:-

Unit	Name of the Firm for Cost Audit	Fees (₹) (Exclusive of GST)
Vijaipur - I & II	M/s R. K. Patel & Co.	110000/-
Nangal	M/s Ravi Sahni & Co.	55000/-
Bathinda	M/s Sanjay Gupta & Associates	55000/-
Panipat	M/s K.L. Jaisingh & Co.	55000/-
Consolidation of Cost Audit reports of all Units	M/s Sanjay Gupta & Associates	25000/-

In accordance with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, requires ratification by the shareholders and hence, this resolution is put for consideration of the shareholders of the Company.

Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item No.8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 2020-21.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.8 of the Notice for approval of the shareholders.

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

Registered Office:

Scope Complex, Core-III,
7, Institutional Area, Lodhi Road,
New Delhi-110003.

Date: 11.11.2020

**(Ashok Jha)
Company Secretary
A-14100**

Annexure To Notice

Details of the Directors Seeking Appointment/ Re-Appointment

Name	Shri Partha Sarthi Sen Sharma (DIN: 03210350)	Shri Yash Paul Bhola (DIN: 08551454)	Shri Nirlep Singh Rai (DIN: 08725698)	Shri Pandya Ashwin Kumar Balvantray (DIN: 03068985)
Date of Birth & Age	30.06.1970 (50 Years)	08.12.1961 (58 years)	28.08.1962 (57 years)	23.04.1955 (65 years)
Date of First Appointment	28.12.2018	03.09.2019	01.04.2020	04.05.2020
Qualification	Engineering graduate in Mechanical Engineering from Delhi College of Engineering (now Delhi Technological University), MBA from University of Ljubljana , Slovenia.	MBA (Finance) and CMA	B.E. (Instrumentation & Control) from Thapar University	M.Tech (Structural Engineering) from I.I.T. Delhi and B.E. (Civil) from Saurashtra University
Expertise in specific functional area	Prior to his appointment as Joint Secretary in Department of Fertilizers (DoF), Ministry of Chemicals & Fertilizers, Government of India in September 2018, Shri Partha Sarthi Sen Sharma has held various significant posts in UP State bureaucracy such as CEO Greater Noida Industrial Development Authority (GNIDA); Commissioner of Rural Development, Uttar Pradesh and Project Director-Community Project, Rural Development; Secretary in UP Chief Minister Office, Uttar Pradesh; Secretary Uttar Pradesh Secondary Education; Secretary Additional Sources of Energy etc. He has also worked in Corporate Sector with TELCO, Jamshedpur before becoming an IAS Officer. Presently, he is also holding the additional charge of the post of Chairman & Managing Director of Projects and Development India Limited.	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.	Prior his appointment as Director (Technical) in NFL, he was deputed as CEO at RFCL by the Company. Before that, he was heading National Fertilizers Limited, Nangal Unit as Chief General Manager. During his career spanning 34 years, he has been involved in various projects such as Feed Stock change over from fuel oil to Natural Gas, Commissioning of DCS and ESD Systems, Machine Monitoring Systems, Process Gas Analyzers, Fire and Gas Systems etc. His experience includes Technical Services and Operation & Maintenance of large scale Fertilizer Plants. He also has considerable exposure to the subject of agricultural practices, Nutrient imbalance and issues like farm subsidy, DBT etc. through various seminars he has attended over the years.	Prior joining NFL as Non-Official Independent Director, he has also served as Chairman, Central Water Commission and Ex-Officio Secretary to Government of India, Ministry of Water Resources, River Development & Ganga Rejuvenation, Chairman and Managing Director (Addl. Charge) in National Projects Construction Corporation and various other senior positions at Central Water Commission, Ministry of Water Resources, River Development & Ganga Rejuvenation. Currently, he is serving as Chairperson of International Commission on Irrigation and Drainage.

Name	Shri Partha Sarthi Sen Sharma (DIN: 03210350)	Shri Yash Paul Bhola (DIN: 08551454)	Shri Nirlep Singh Rai (DIN: 08725698)	Shri Pandya Ashwin Kumar Balvantray (DIN: 03068985)
Number of Meetings of the Board held during the year and number of Board Meetings attended	6/9	5/5	NA	NA
Relationship with any other Director, Manager and other KMP of the Company	-	-	-	-
Directorship held in other companies	Projects and Development India Limited	Urvarak Videsh Limited	Ramagundam Fertilizers and Chemicals Limited	-
Membership/ Chairmanship of Committees across all Public Companies* held	-	Stakeholders Relationship Committee: National Fertilizers Limited- Member	Audit Committee : National Fertilizers Limited- Member Stakeholders Relationship Committee: National Fertilizers Limited- Member	Audit Committee : National Fertilizers Limited- Chairperson Stakeholders Relationship Committee: National Fertilizers Limited- Chairperson
No. of Shares Held	-	-	-	-
Terms and conditions of appointment or reappointment including remuneration	Appointment as per the order of The President of India vide DoF order no. 130/8/2003-HR-I dated 21.12.2018.	Appointment as per the order of The President of India vide DoF order no. 82/3/2013-HR-I dated 03.09.2019.	Appointment as per the order of The President of India vide DoF order no. 82/1/2016-HR(PSU) dated 14.02.2020.	Appointment as per the order of The President of India vide DoF order no. 78/2/2006-HR (PSU) dated 01.05.2020.

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



NATIONAL FERTILIZERS LIMITED

CIN: L74899DL1974GOI007417

Registered Office: Scope Complex, Core-III, 7, Institutional Area, Lodhi Road, New Delhi – 110003.

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

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

E-COMMUNICATION REGISTRATION FORM

Folio No./DP ID & Client ID: _____

Name of 1st Registered Holder: _____

Name of Joint Holder(s): _____

Registered Address: _____

E-mail ID (to be registered): _____

I/we shareholder(s) of National Fertilizers Limited agree to receive communication from the Company in electronic mode.

Please register my above e-mail in your records for sending communication through e-mail.

Signature _____

(First Holder)

Date: _____

Note: Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address.