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

Ref. No. NFL/SEC/SE/ 551 **Dated: 25.05.2022**

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: Notice of Postal Ballot.

Dear Sir/Madam,

This is in continuation to our earlier communication dated 06.05.2022 regarding Intimation of Board's approval for conducting Postal Ballot for appointment of Directors and pursuant to Regulation 30 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, we are enclosing herewith the copy of Notice of Postal Ballot along with the Explanatory Statement and instructions for remote e-voting, which has been sent electronically on Wednesday, 25th May, 2022 to those members whose e-mail address(es) are registered with Company/Depositories as on the close of the business hours on Friday, 20th May, 2022.

The Company has engaged the services of National Securities Depository Limited, (NSDL) for providing remote e-voting facility to the Members. The remote e-voting period begins on **Friday, 27th May, 2022 at 09:00 A.M. (IST)** and ends on **Saturday 25th June, 2022 at 05:00 P.M. (IST).** The Members, whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date i.e. 20th May, 2022 shall only be entitled to avail the facility of remote e-voting.

The Postal Ballot Notice along with explanatory statement, instructions for e-voting are also available on the website of the Company https://www.nationalfertilizers.com and on the website of NSDL at www.evoting.nsdl.com .

This is submitted for your intimation and records.

Thanking you,

Yours faithfully,
For National Fertilizers Limited

25/5/2022

(Ashok Jha)
Company Secretary

Encl: As above.

NATIONAL FERTILIZERS LIMITED

(A Government of India Undertaking)

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

POSTAL BALLOT NOTICE

Notice is hereby given 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 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) that the **Ordinary/Special Resolution(s)** set out below in the Postal Ballot Notice are proposed to be passed by Members through Postal Ballot by voting through electronic means only **(remote e-voting system):**

SPECIAL BUSINESS

1. To appoint Shri Atul Baburao Patil (DIN: 09557730), as Director (Marketing) 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 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 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."

2. To appoint Ms. Neeraja Adidam (DIN: 09351163) as Government Nominee 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 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."

3. To appoint Dr. Poonam Sharma (DIN: 09392920) 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 a **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."

4. To appoint Shri Kashi Ram Godara (DIN: 09393859) 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 a **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."

5. To appoint Shri Ritesh Tiwari (DIN: 07082681) 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 a **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."

6. To appoint Dr. Venkata Sarvarayudu Thota (DIN: 01631664) 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 a **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. 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."

7. To appoint Shri Jyoti Bhramar Tubid (DIN: 02442295) 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 a **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."

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.

Ashok Jha
Company Secretary
A-14100

Date: 17th May, 2022

NOTES:

1. In line with the Ministry of Corporate Affairs ("MCA") Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose E-mail addresses are registered with the Company/Depositories. The physical copy of the Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. Members may please note that the Postal Ballot Notice will also be available on the Company's website at **https://www.nationalfertilizers.com** and may also be accessed from the relevant section of the 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 also on the website of NSDL at **www.evoting.nsdl.com.**
2. Explanatory Statement pursuant to Section 102 of the Act read with Secretarial Standards issued by the Institute of Company Secretaries of India, SEBI LODR Regulations setting out the material facts in respect of Special Business (Item No.1 to 7) is annexed hereto. The relevant details under Regulation 36(3) of SEBI LODR Regulations and in terms of Secretarial Standards-2 of the persons seeking appointment/re-appointment as Directors under (Item no. 1 to 7) are also annexed.
3. NFL is a Government Company under the administrative control of the Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India and the power to appoint/ nominate Director(s) vests with the Government of India. All Directors of the Company viz. Executive, Non- Executive and Independent Directors are appointed/ nominated by DoF based on the skills/ expertise/ competencies required for the Company. In view thereof, the Board of Directors has not identified the list of core skills/ expertise/ competencies required by a Director in the context of Company's business, as required under SEBI LODR Regulations.
4. The business set out in the Postal Ballot Notice to be transacted through electronic voting system and the Company is providing facility for voting by electronic means only (instructions for remote e-voting are given hereinafter).
5. 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**.
6. All documents referred to in the Notice and Explanatory Statement thereto, 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 the last date of voting. Members seeking to inspect such documents can send an email to **investor@nfl.co.in**.
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. 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.
9. As per SEBI circular dated 03/11/2021 every shareholder who are holding shares in physical form is mandatorily required to register their PAN, Bank detail, Mobile number, E-mail id and nomination otherwise their holding will be frozen and after December 2025 all these shares will be referred to the Administering Authority under Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002. A separate communication has already been sent by the Company through registered/speed post to the shareholders holding shares in physical mode. These Shareholders are again requested to register the same if they have not registered already. Form for registering the same can be download from RTA website i.e. **www.masserv.com** .
10. None of the Directors of the Company is in any way related with each other.
11. E-voting in compliance with provisions of Regulation 44 of the SEBI LODR Regulations as well as Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members with facility to exercise their right to vote on the resolutions set forth in the Postal Ballot Notice by electronic mode. The facility of casting the votes by the members using an electronic voting system will be provided by National Securities Depository Limited (NSDL). In conformity with the present regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear 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.

12. The "Cut-Off Date" to be eligible to vote by electronic means is **Friday, 20th May, 2022.** Members whose name appears in the Register of Members/ Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting.
13. The remote e-voting period begins on **Friday, 27th May, 2022 at 09:00 A.M. (IST)** and ends on **Saturday 25th June, 2022 at 05:00 P.M. (IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date i.e. **20th May, 2022** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
14. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Saturday, 25th June, 2022** i.e., the last date specified for receipt of votes through the e-voting process.
15. **THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on **Friday, 27th May, 2022 at 09:00 A.M.** and ends on **Saturday 25th June, 2022 at 05:00 P.M. (IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date i.e. **20th May, 2022** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **20th May, 2022.**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com**.** Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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 home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After

	successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are **https://web.cdslindia.com/myeasi/home/login** or **www.cdslindia.com** and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at **https://web.cdslindia.com/myeasi/Registration/EasiRegistration** 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in **www.cdslindia.com** home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at **evoting@nsdl.co.in** or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at **helpdesk.evoting@cdslindia.com** or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.
4. 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

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login 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 force 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, last 8 digits of client ID for 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 steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid 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 etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

16. General Guidelines for Shareholders

i) 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.

ii) 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 1020 990 and 1800 22 44 30 or send a request to Amit Vishal at evoting@nsdl.co.in or to our RTA at **investor@masserv.com**.

iii) **Process for those shareholders whose email ids are not registered with the depositories/or RTA for procuring user id and password and registration of E-mail ids for e-voting for the resolutions set out in this notice:**

a) In case shares are held in physical mode please provide Form ISR-1 with Folio No., Name of shareholder, scanned copy of any one share certificate (front and back), PAN (self attested scanned copy of PAN card), Mobile number and email id (should be mentioned in form ISR-1) AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@masserv.com or investor@nfl.co.in. Please also send original copy of ISR-1 with copy of PAN/AADHAR to RTA (i.e. MAS Services Limited, T-34 2nd Floor Okhla Industrial Area, Phase-II New Delhi-110020).

b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, updated client master (E-mail id and mobile number should be updated in demat account) to investor@masserv.com or investor@nfl.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

c) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and E-mail ID correctly in their demat account in order to access e-Voting facility.

iv) The Company has appointed Shri Naresh Kumar Sinha (FCS No.: F1807 & COP No.: 14984) Proprietor of M/s Kumar Naresh Sinha & Associates, Company Secretaries, Delhi, as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

v) The Scrutinizer shall after last date of receipt of remote e-voting unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and will prepare a scrutinizer's report of the total votes cast in favour or against, if any, not later than two working days from the last date specified for remote e-voting and submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman.

vi) 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.

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

Item No. 1: Appointment of Shri Atul Baburao Patil (DIN: 09557730), as Director (Marketing) on the Board of the Company.

Shri Atul Baburao Patil (DIN: 09557730), was appointed as Director (Marketing) of the Company by the President of India vide Order No. 82/1/2021-HR-PSU (part) dated 25th March, 2022 issued by Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India from the date of his assumption of charge of the post till the date of superannuation i.e. 31.07.2025 or until further orders, whichever is earlier and was accordingly appointed as an Additional Director by the Board of Directors to hold the post of Director (Marketing) w.e.f. 07.04.2022 pursuant to provision of Section 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.

As per Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that 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.

The Company has received requisite notice along with prescribed fee, pursuant to the provisions of Section 160 of the Act, proposing the candidature of Shri Atul Baburao Patil for appointment as Director (Marketing) of the Company, who is 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, relationship with other KMPs and Director, Shareholding in the Company, Number of Meetings attended during the year, Membership/ Chairmanship of Committee of the Board and other information are attached herewith which forms part of the Notice.

The Company has received requisite consent from Shri Atul Baburao Patil. He is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other authority.

Keeping in view his vast experience and knowledge, it will be in the interest of the Company to appoint Shri Atul Baburao Patil as Director (Marketing) and the Board of Directors, proposes to seek approval of the Members of the Company for appointment of Shri Patil as Director (Marketing).

Save and except Shri Atul Baburao Patil 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. 1 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.1 of the Notice for approval of the shareholders.

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

Ms. Neeraja Adidam (DIN: 09351163), was appointed as Government Nominee Director of the Company by the President of India vide Order No. 95/1/2019- HR PSU dated 29th September, 2021 issued by Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India and was accordingly appointed as Additional Director under the category Non-Executive Director (Government Nominee) w.e.f. 14.10.2021 to hold office up to the ensuing Annual General Meeting.

As per Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that 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.

The Company has received requisite notice along with prescribed fee, pursuant to the provisions of Section 160 of the Act, proposing the candidature of Ms. Neeraja Adidam for appointment as Non-Executive Director of the Company, who is 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 her qualification, expertise, date of first appointment on the Board, relationship with other KMPs and Director, Shareholding in the Company, Number of Meeting attended during the year, Membership/ Chairmanship of Committee of the Boards and other information are attached herewith which forms part of the Notice.

The Company has received requisite consent from Ms. Neeraja Adidam. She is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other authority.

Keeping in view her vast experience and knowledge, it will be in the interest of the Company to appoint Ms. Neeraja Adidam as Non-Executive Director of the Company and the

Board of Directors, proposes to seek approval of the Members of the Company for appointment of Ms. Adidam as Non-Executive Director.

Save and except Ms. Neeraja Adidam and her 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. 2 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval of the shareholders.

Item No. 3, 4 & 5: Appointment of Dr. Poonam Sharma (DIN: 09392920), Shri Kashi Ram Godara (DIN: 09393859) & Shri Ritesh Tiwari (DIN: 07082681) as Directors.

Dr. Poonam Sharma (DIN: 09392920), Shri Kashi Ram Godara (DIN:09393859) and Shri Ritesh Tiwari (DIN:07082681) have been appointed as Non–official Independent Director of the Company 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 for a period of three years w.e.f. the date of notification of their appointment or until further orders and were accordingly appointed as Additional Directors (Non-official Independent Director) by the Board of Directors w.e.f. 12.11.2021 to hold office up to the ensuing Annual General Meeting.

As per Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that 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.

Further, as per the provision of Regulation 25(2A) of SEBI (LODR) Regulations, 2015 the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

The Company has received requisite notice, pursuant to the provisions of Section 160 of the Act, proposing their candidature for appointment as Non-official Independent Director of the Company. They will not be liable to retire by rotation.

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

The details regarding their qualification, expertise, date of first appointment on the Board, relationship with other KMPs and Director, Shareholding in the Company, Number of Meeting attended during the year, Membership/ Chairmanship of Committee of the Boards and other information are attached herewith which forms part of the Notice.

The Company has received requisite consent from them. They are neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other authority. Company has received the declarations from them that they meet with the criteria of independence as prescribed under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Keeping in view their vast experience and knowledge, it will be in the interest of the Company to appoint them as Non-official Independent Director of the Company and the Board of Directors, proposes to seek approval of the Members of the Company for their appointment as Non-official Independent Director.

Save and except Dr. Poonam Sharma, Shri Kashi Ram Godara and Shri Ritesh Tiwari and their 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 resolutions set out at Item No.3 to 5 of the Notice.

The Board recommends the Special Resolutions set out at Item No.3 to 5 of the Notice for approval of the shareholders.

Item No. 6: Appointment of Dr. Venkata Sarvarayudu Thota (DIN: 01631664) as Director.

Dr. Venkata Sarvarayudu Thota (DIN: 01631664), has been appointed as Non–official Independent Director of the Company 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 for a period of three years w.e.f. the date of notification of his appointment or until further orders and was accordingly appointed as Additional Director (Non-official Independent Director) by the Board of Directors w.e.f. 30.11.2021 to hold office up to the ensuing Annual General Meeting.

As per Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that 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.

Further, as per the provision of Regulation 25(2A) of SEBI (LODR) Regulations, 2015 the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

The Company has received requisite notice, pursuant to the provisions of Section 160 of the Act, proposing the candidature of Dr. Venkata Sarvarayudu Thota for appointment as Non-official Independent Director of the Company. He will not be liable to retire by rotation.

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, relationship with other KMPs and Director, Shareholding in the Company, Number of Meeting attended during the year, Membership/ Chairmanship of Committee of the Boards and other information are attached herewith which forms part of the Notice.

The Company has received requisite consent from Dr. Venkata Sarvarayudu Thota. He is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other authority. Company has received a declaration from Dr. Venkata Sarvarayudu Thota that he meets with the criteria of independence as prescribed under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Keeping in view his vast experience and knowledge, it will be in the interest of the Company to appoint Dr. Venkata Sarvarayudu Thota as Non-official Independent Director of the Company and the Board of Directors, proposes to seek approval of the Members of the Company for appointment of Dr. Thota as Non-official Independent Director.

Save and except Dr. Venkata Sarvarayudu Thota 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.6 of the Notice.

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

Item No. 7: Appointment of Shri Jyoti Bhramar Tubid (DIN: 02442295) as Director.

Shri Jyoti Bhramar Tubid (DIN: 02442295), has been appointed as Non–official Independent Director of the Company 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 for a period of three years w.e.f. the date of notification of his appointment or until further orders and was accordingly appointed as Additional Director (Non-official Independent Director) by the Board of Directors to hold office w.e.f. 21.04.2022.

As per Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that 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.

Further, as per the provision of Regulation 25(2A) of SEBI (LODR) Regulations, 2015 the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

The Company has received requisite notice, pursuant to the provisions of Section 160 of the Act, proposing the candidature of Shri Jyoti Bhramar Tubid for appointment as Non-official Independent Director of the Company. He will not be liable to retire by rotation.

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, relationship with other KMPs and Director, Shareholding in the Company, Number of Meeting attended during the year, Membership/ Chairmanship of Committee of the Boards and other information are attached herewith which forms part of the Notice.

The Company has received requisite consent from Shri Jyoti Bhramar Tubid. He is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other authority. Company has received a declaration from Shri Jyoti Bhramar Tubid that he meets with the criteria of independence as prescribed under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Keeping in view his vast experience and knowledge, it will be in the interest of the Company to appoint Shri Jyoti Bhramar Tubid as Non-official Independent Director of the Company and the Board of Directors, proposes to seek approval of the Members of the Company for appointment of Shri Tubid as Non-official Independent Director.

Save and except Shri Jyoti Bhramar Tubid 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.

The Board recommends the Special Resolution set out at Item No.7 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.

Ashok Jha
Company Secretary
A-14100

Date: 17th May, 2022

Annexure to Notice

Details of the Directors Seeking Appointment/ Re-Appointment

Name	Shri Atul Baburao Patil (DIN: 09557730)	Ms. Neeraja Adidam (DIN: 09351163)	Dr. Poonam Sharma (DIN:09392920)	Shri Kashi Ram Godara (DIN: 09393859)	Shri Ritesh Tiwari (DIN:07082681)	Dr. Venkata Sarvarayudu Thota (DIN:01631664)	Shri Jyoti Bhramar Tubid (DIN: 02442295)
Date of Birth & Age	06.07.1965 (56 Years)	19.05.1965 (56 Years)	26.12.1967 (54 Years)	25.04.1966 (56 Years)	14.06.1971 (50 Years)	03.03.1963 (59 Years)	14.03.1958 (64 Years)
Date of First Appointment	07.04.2022	14.10.2021	12.11.2021	12.11.2021	12.11.2021	30.11.2021	21.04.2022
Qualification	Shri Atul Baburao Patil is B.Sc in Chemistry, Botany, and Zoology with first division from Guru Nanak Dev University Amritsar, Punjab. He is also an MBA (Master in Business Administration) in Marketing & Personnel Management with first division from Sivaji University, Kolhapur, Maharashtra.	Ms. Neeraja Adidam is M.Phil., M.Sc (Botany) and had done P.G. Diploma in Forestry.	Dr. Poonam Sharma is MA and PhD in Pshychology.	Shri Kashi Ram Godara is a Bachelor of Arts.	Shri Ritesh Tiwari is a Bachelor of Arts.	Dr. Venkata Sarvarayudu Thota is a B.Tech (Mechanical Engineering), MBA (International Business) and Ph.D in Department of Commerce and Management studies.	Shri Jyoti Bhramar Tubid is a Bachelor of Arts and an Indian Administrative Service (IAS) officer of 1983 batch, voluntary retired from the Civil Services in 2014.
Expertise in specific functional area	Shri Atul Baburao Patil has held the position of Executive Director at Rashtriya Chemicals & Fertilizers Ltd. He has rich experience of more than 26 years in Marketing and Management in the Fertilizers Industry.	Ms. Neeraja Adidam has been the Joint Secretary to Department of Agriculture Cooperation and Farmers Welfare. She has also held various honourable posts in Forest Department UP, Ministry of	Dr. Poonam Sharma is a social worker & educator. She has a large experience of working on grassroots issues in Bihar including upliftment of girl child education, poverty, health, education, finances and consumer	Shri Kashi Ram Godara has been involved in various social work at the grassroots level.	Shri Ritesh Tiwari has been involved in various social work at the grassroots level.	Dr. Venkata Sarvarayudu Thota has a work experience for 12 years in various Pvt. & Govt. organizations including SECURITIES AND EXCHANGE BOARD OF INDIA, SEBI Mumbai and	Shri Jyoti Bhramar Tubid had held various significant posts in the state of Jharkhand such as Secretary in Department of Excise and Prohibition; Secretary in Department of Health, Medical

		Agriculture etc. She also won Governor Award (twice) for exemplary contribution to Social Forestry. She has done specialization in the area of Agro Forestry, Forest Management and Social Forestry/ Urban Forestry. She also assisted in the publication of World Bank report unlocking opportunities for forest dependent people.	affairs. She has a deep knowledge owing to her background of rural & agricultural issues.			New Delhi and also in JK group, Allwyn group.	Education & Family Welfare. Further, he had been a Board Member of XLRI, Jamshedpur and various Government Companies. His Area of Specialization includes Management, Administration and Technology.
Number of Meetings of the Board held during the year and number of Board Meetings attended	0/0	2/4	3/3	3/3	3/3	3/3	0/0
Relationship with any other Director, Manager and other KMP of the Company NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Directorship held in other companies	NIL	1. Fertilizers Corporation of India Limited 2. Hindustan Fertilizers Corporation Limited	NIL	NIL	NIL	NIL	NIL

Details of the Directors Seeking Appointment/ Re-Appointment

Membership/ Chairmanship of Committees across all Public Companies held	NIL	Nomination and Remuneration Committee : National Fertilizers Limited- Member	Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility and Sustainable Development Committee : National Fertilizers Limited- Member	Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility and Sustainable Development Committee : National Fertilizers Limited- Member	Stakeholder Relationship Committee, Corporate Social Responsibility and Sustainable Development Committee : National Fertilizers Limited- Member	Nomination and Remuneration Committee and Risk Management Committee : National Fertilizers Limited- Member	NIL
No. of Shares Held	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Terms and conditions of appointment or reappointment including remuneration	Appointment as per the order of The President of India vide DoF order no. 82/1/2021-HR-PSU (part) dated 25th March, 2022.	Appointment as per the order of The President of India vide DoF order no. 95/1/2019-HR-PSU dated 29th September, 2021.	Appointment as per the order of DoF, GOI vide order no. 78/2/2006-HR-PSU (pt II) dated 5th November, 2021.	Appointment as per the order of DoF, GOI vide order no. 78/2/2006-HR-PSU (pt II) dated 5th November, 2021.	Appointment as per the order of DoF, GOI vide order no. 78/2/2006-HR-PSU (pt II) dated 5th November, 2021.	Appointment as per the order of DoF, GOI vide order no. 78/2/2006-HR-PSU (pt II) dated 5th November, 2021.	Appointment as per the order of DoF, GOI vide order no. 78/2/2006-HR-PSU (pt) dated 28th March, 2022
Name of the listed entities in which the person also hold the directorship and membership of the Committees of the Board along with listed entities has resigned in the past three years	NIL	NIL	NIL	NIL	NIL	NIL	NIL