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A-11, Sector-24, NOIDA - 201 301
Distt. Gautam Budh Nagar (U.P.)
Phone : 0120-2412294, 2412445, 3292201-08
Fax : 0120-2412397
Website : <http://www.nationalfertilizers.com>



कारपोरेट कार्यालय :
ए -11, सैक्टर -24, नौएडा - 201 301
जिला गौतम बुद्ध नगर (उ०प्र०)
दूरभाष : 0120-2412294, 2412445, 3292201-08
फैक्स : 0120-2412397

नेशनल फर्टिलाइजर्स लिमिटेड
(भारत सरकार का उपक्रम)
NATIONAL FERTILIZERS LIMITED
(A GOVERNMENT OF INDIA UNDERTAKING)

**40th ANNUAL GENERAL MEETING
HELD ON FRIDAY, 05th SEPTEMBER, 2014**

Declaration of Results of e-voting and Poll

As per the provisions of the Companies Act, 2013 and clause 35B of the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the notice of the 40th Annual General Meeting (AGM). The e-voting was open from at 10:00 A.M. on Saturday, 30th August, 2014 and ended at 5:00 p.m. on Monday, 01st September, 2014.

In line with the provisions of Companies Act, 2013 and in terms of the clarification issued by MCA, voting by show of Hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 40th AGM, voting was conducted by means of poll.

Shri. Sachin Agarwal, Company Secretary, M/s. Agarwal S. & Associates was appointed by the Company as Scrutinizer for conducting e-voting and polling at AGM in fair & transparent manner. The Scrutinizer(s) have carried out the scrutiny of all the electronic votes received upto 5:00 P.M. on 01st September, 2014 and poll received till the conclusion of the meeting and submitted their Report on 06th September, 2014.

The Consolidated Results, as per the Scrutinizers' Report dated 06th September, 2014, are as follows:

S.NO.	Particulars	% of votes in favour (approx.)	% of votes Against (approx.)
1.	Resolution No.1 – Ordinary Resolution Consider and adopt the audited Balance Sheet of the Company as at 31 st March, 2014 and the Statement of Profit & Loss Account for the year ended on that date together with the Reports of the Directors and the Auditors thereon.	99.998	0.00030
2.	Resolution No.2: Ordinary Resolution Remuneration of the Statutory Auditors for the financial year ending March 31, 2015.	99.998	0.00007

3.	Resolution No.3: Ordinary Resolution Appointment of Shri G.S. Sandhu as an Independent Director.	99.998	0.0004
4.	Resolution No.4: Ordinary Resolution Appointment of Shri Vikram Srivastava as an Independent Director.	99.998	0.0004
5.	Resolution No.5: Ordinary Resolution Appointment of Shri M. Raman as an Independent Director.	99.998	0.0004
6.	Resolution No.6: Ordinary Resolution Appointment of Shri Rajiv Yadav as part-time Director.	99.99	0.0003
7.	Resolution No.7: Ordinary Resolution Remuneration of the Cost Auditors for the financial year ending March 31, 2015.	99.99	0.00006
8.	Resolution No.8: Special Resolution Consent to Board of Directors to exercise borrowing powers.	99.99	0.00038
9.	Resolution No.9: Ordinary Resolution Appointment of Shri Rakesh Kumar as Part-time Director.	99.99	0.0003

Based on the consolidated Report of the Scrutinizer(s), all Resolutions as set out in the Notice of 40th AGM have been duly approved by the Shareholders with requisite majority.

For National Fertilizers Limited

Neeru Abrol

(Neeru Abrol)

Chairperson & Managing Director

Date: 06th September, 2014
Place: New Delhi.

AGARWAL S. & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT

(Pursuant to section 108 of the companies act 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman
National Fertilizers Limited

Reg. : 40th Annual General Meeting of the members of National Fertilizers Limited to be held on Friday, 05th Day of September, 2014 at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No.2, A.P.S. Colony, Delhi Cantt., New Delhi – 110010

Sub. : E-Voting Result

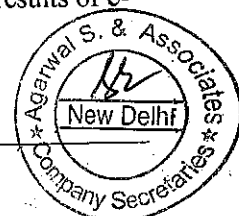
Dear Sir,

I, Sachin Agarwal, Practicing Company Secretary of M/s Agarwal S. & Associates, appointed by National Fertilizers Limited (the Company) to act as the Scrutinizer in terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, for the purpose of scrutinizing the electronic voting process in respect of the Resolutions proposed at the 40th Annual General Meeting of the Company, do hereby submit my report as follows:

1. The e-voting services were provided by Central Depository Services (India) Limited.
2. Voting rights were reckoned on the paid up value of shares registered in the names of the members as on 31st July, 2014.
3. The period of e-voting started at 10:00 a.m. on Saturday, 30th August, 2014 and ended at 5:00 p.m. on Monday, 01st September, 2014.
4. The votes cast were unblocked on 01st September, 2014 at 07:20 p.m. in the presence of two witnesses, Mr. Tarun Saini and Mr. Kunal Gupta, both of whom are not in the employment of the Company.

Based on the reports generated from CDSL e-voting website www.evotingindia.com, the results of e-voting are as under:

119 & 127, Vardhman Star City Mall, Sector 7, Dwarka, New Delhi-110075
011-25081108, 9811549887, sachinag1981@gmail.com



ORDINARY BUSINESS

Resolution No.1 – Ordinary Resolution

Consider and adopt the audited Balance Sheet of the company as at 31st March, 2014 and the Statement of Profit & Loss Account for the year ended on that date together with the Reports of the Directors and the Auditors thereon.

	Number Of Members Who Voted	Number Of Shares For Which Votes Cast	Percentage Of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	12	442599499	99.9998
Voted against the Resolution	3	1002	0.0002
Invalid Votes	0	0	0

Resolution No.2: Ordinary Resolution

Remuneration of the Statutory Auditors for the financial year ending March 31, 2015.

	Number Of Members Who Voted	Number Of Shares For Which Votes Cast	Percentage Of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	13	442600499	99.99999955
Voted against the Resolution	1	1	0.00000023
Invalid Votes	1	1	0.00000023

Resolution No.3: Ordinary Resolution

Appointment of Shri G.S. Sandhu as an Independent Director.

	Number Of Members Who Voted	Number Of Shares For Which Votes Cast	Percentage Of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	12	442599200	99.999706
Voted against the Resolution	3	1301	0.00029
Invalid Votes	0	0	0

Resolution No.4: Ordinary Resolution

Appointment of Shri Vikram Srivastava as an Independent Director.

	Number Of Members Who Voted	Number Of Shares For Which Votes Cast	Percentage Of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	12	442599200	99.99971
Voted against the Resolution	2	1300	0.000294
Invalid Votes	1	1	0.0000002



Resolution No.5: Ordinary Resolution

Appointment of Shri M. Raman as an Independent Director.

	Number Of Members Who Voted	Number Of Shares For Which Votes Cast	Percentage Of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	13	442599201	99.99971
Voted against the Resolution	2	1300	0.00029
Invalid Votes	0	0	0

Resolution No.6: Ordinary Resolution

Appointment of Shri Rajiv Yadav as part-time Director.

	Number Of Members Who Voted	Number Of Shares For Which Votes Cast	Percentage Of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	13	442599201	99.99971
Voted against the Resolution	2	1300	0.00029
Invalid Votes	0	0	0

Resolution No.7: Ordinary Resolution

Remuneration of the Cost Auditors for the financial year ending March 31, 2015.

	Number Of Members Who Voted	Number Of Shares For Which Votes Cast	Percentage Of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	15	442600501	100
Voted against the Resolution	0	0	0
Invalid Votes	0	0	0



Resolution No.8: Special Resolution

Consent to Board of Directors to exercise borrowing powers.

	Number Of Members Who Voted	Number Of Shares For Which Votes Cast	Percentage Of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	12	442599101	99.9997
Voted against the Resolution	3	1400	0.0003163
Invalid Votes	0	0	0

Resolution No.9: Ordinary Resolution

Appointment of Shri Rakesh Kumar as Part-time Director.

	Number Of Members Who Voted	Number Of Shares For Which Votes Cast	Percentage Of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	12	442599200	99.999706
Voted against the Resolution	3	1301	0.000294
Invalid Votes	0	0	0

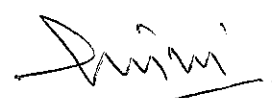
Place: New Delhi
Dated: 03.09.2014

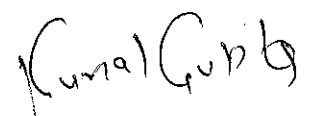


Yours Faithfully


(Sachin Agarwal)
Scrutinizer

We, the undersigned, have witnessed that the votes were unblocked form CDSL e-voting website www.evotingindia.com in our presence on Monday, 01st day of September, 2014 at 07:20 P.M.


1. (Mr. Tarun Saini)
WITNESS


2. (Mr. Kunal Gupta)
WITNESS

AGARWAL S. & ASSOCIATES
COMPANY SECRETARIES

Report of Scrutinizer(s)

**(Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rules, 2014)**

To,

The Chairman

40th Annual General Meeting of the Equity Shareholders of National Fertilizers Limited.

Held on Friday, 05th September, 2014 at 10:30 a.m.

Dear Sir,

I, Sachin Agarwal, Practicing Company Secretary of M/s Agarwal S. & Associates,, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 40th Annual General Meeting of the Equity Shareholders of National Fertilizers Limited, held on Friday, 05th September, 2014 at 10:30 a.m. submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 2(Two) ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me/us.
2. The locked ballot boxes were subsequently opened in my/our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



(a) **Resolution 1 - Consider and adopt the audited Balance Sheet of the company as at 31st March, 2014 and the Statement of Profit & Loss Account for the year ended on that date together with the Reports of the Directors and the Auditors thereon.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
70	54777	86.004

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	304	0.555

(iii) Invalid Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
7	8610

(b) **Resolution 2 - Remuneration of the Statutory Auditors for the financial year ending March 31, 2015.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
69	54776	86.003

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	304	0.477

(iii) Invalid Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
8	8611



(c) Resolution 3 - Appointment of Shri G.S. Sandhu as an Independent Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
68	54476	85.533

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	604	0.95

(iii) Invalid Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
8	8611

(d) Resolution 4 - Appointment of Shri Vikram Srivastava as an Independent Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
69	54477	85.533

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	605	0.950

(iii) Invalid Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
6	8609

(e) Resolution 5 - Appointment of Shri M. Raman as an Independent Director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
68	54476	85.532

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them *	% of total number of valid votes cast
5	604	0.948

(iii) **Invalid Votes:**

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
8	8611

(f) Resolution 6 - Appointment of Shri Rajiv Yadav as part-time Director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
68	54726	85.924

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	304	0.477

(iii) **Invalid Votes:**

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
9	8661



(g) Resolution 7 - Remuneration of the Cost Auditors for the financial year ending March 31, 2015.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
69	54776	86.003

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	305	0.005

(iii) **Invalid Votes:**

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
7	8610

(h) Resolution 8 - Consent to Board of Directors to exercise borrowing powers.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
68	54774	86.000

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	304	0.477

(iii) **Invalid Votes:**

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
9	8613



(i) **Resolution 9 - Appointment of Shri Rakesh Kumar as Part-time Director.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
67	54773	85.998

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	304	0.477

(iii) **Invalid Votes:**

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
10	8614

1. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR","AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
2. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking You,

Place: New Delhi
Date: 06.09.2014



Yours Faithfully,


Sachin Agarwal
Scrutinizer

AGARWAL S. & ASSOCIATES

COMPANY SECRETARIES

Consolidated Report of Scrutinizer

(Pursuant to section 109 of the Companies act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman

38th Annual General Meeting of the Equity Shareholders of National Fertilizers Limited

Held on Friday, 05th day of September, 2014 at 10:30 a.m.

Dear Sir,

I, **Sachin Agarwal, Company Secretary**, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 38th Annual General Meeting of the Equity Shareholders of National Fertilizers Limited, held on Friday, 05th September, 2014 at 10:30 a.m. submit our consolidated report of E-Voting and Voting through ballot (Physical) as under:

The consolidated results are as under:

- (a) **Resolution 1 - Consider and adopt the audited Balance Sheet of the company as at 31st March, 2014 and the Statement of Profit & Loss Account for the year ended on that date together with the Reports of the Directors and the Auditors thereon.**

- (i) Voted in favour of the resolution:

Number of members voting (in person or by proxy or through E-Voting)	Number of votes cast by them	% of total number of valid votes cast
82	442654276	99.998

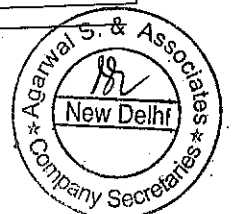
- (ii) Voted against the resolution:

Number of members voting (in person or by proxy or through E-Voting)	Number of votes cast by them	% of total number of valid votes cast
7	1306	0.00030

- (iii) Invalid Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
7	8610

119 & 127, Vardhman Star City Mall, Sector 7, Dwarka, New Delhi-110075
011-25081108, 9811549887, sachinag1981@gmail.com



(b) Resolution 2 - Remuneration of the Statutory Auditors for the financial year ending March 31, 2015.

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy or through E-Voting)	Number of votes cast by them	% of total number of valid votes cast
82	442655275	99.998

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	305	0.00007

(iii) **Invalid Votes:**

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
9	8612

(a) Resolution 3 - Appointment of Shri G.S. Sandhu as an Independent Director.

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy or through E-Voting)	Number of votes cast by them	% of total number of valid votes cast
80	442653676	99.998

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	1905	0.0004

(iii) **Invalid Votes:**

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
8	8611



(b) Resolution 4 - Appointment of Shri Vikram Srivastava as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voting (in person or by proxy or through E-Voting)	Number of votes cast by them	% of total number of valid votes cast
81	442653677	99.998

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	1905	0.0004

(iii) Invalid Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
7	8610

(c) Resolution 5 - Appointment of Shri M. Raman as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voting (in person or by proxy or through E-Voting)	Number of votes cast by them	% of total number of valid votes cast
81	442653677	99.998

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	1904	0.0004

(iii) Invalid Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
8	8611



(d) Resolution 6 - Appointment of Shri Rajiv Yadav as part-time Director.

(i) Voted in favour of the resolution:

Number of members voting (in person or by proxy or through E-Voting)	Number of votes cast by them	% of total number of valid votes cast
81	442653927	99.99

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	1604	0.0003

(iii) Invalid Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
9	8661

(e) Resolution 7 - Remuneration of the Cost Auditors for the financial year ending March 31, 2015.

(i) Voted in favour of the resolution:

Number of members voting (in person or by proxy or through E-Voting)	Number of votes cast by them	% of total number of valid votes cast
84	442655277	99.99

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	305	0.00006

(iii) Invalid Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
7	8610

(f) Resolution 8 - Consent to Board of Directors to exercise borrowing powers.

(i) Voted in favour of the resolution:

Number of members voting (in person or by proxy or through E-Voting)	Number of votes cast by them	% of total number of valid votes cast
80	442653875	99.99



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	1704	0.00038

(iii) Invalid Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
9	8613

(g) Resolution 9 - Appointment of Shri Rakesh Kumar as Part-time Director.

(i) Voted in **favour** of the resolution:

Number of members voting (in person or by proxy or through E-Voting)	Number of votes cast by them	% of total number of valid votes cast
79	442653973	99.99

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	1605	0.0003

(iii) Invalid Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
10	8614

Thanking You,

Place: New Delhi
Date: 06.09.2014



Yours Faithfully,


Sachin Agarwal
Scrutinizer