सत्यमेव जयते

भारत सरकार
GOVERNMENT OF INDIA
रसायन और उर्वरक मंत्रालय
MINISTRY OF CHEMICALS & FERTILIZERS
उर्वरक विभाग
DEPARTMENT OF FERTILIZERS
नई दिल्ली - ११०००१
NEW DELHI-110001

No.18048/8/2009-FCA

Dated: July 30, 2013

Managing Director
BSE Limited
Phiroze Jeejebhoy Towers
Dalal Street
Mumbai 400 001
India

Managing Director
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
India

Dear Sir/Madam,

Sub: Announcement of floor price for the proposed offer for sale of equity shares of Rs. 10 each of National Fertilizers Limited (the "Company" or "NFL") (the "Announcement").

We refer to clause 5(c)(i) of the circular no. CIR/MRD/DP/18/2012 dated July 18, 2012 notified by the Securities and Exchange Board of India ("**SEBI**" and such circular "**SEBI OFS Circular**") pertaining to guidelines on offer for sale of shares by the promoter through stock exchange mechanism, as amended by SEBI *vide* its circular nos. CIR/MRD/DP/04/2013 dated January 25, 2013 and CIR/MRD/DP/17/2013 dated May 30, 2013 (and together with SEBI OFS Circular, "**SEBI OFS Circulars**").

2. The President of India, acting through and represented by the Ministry of Chemicals & Fertilizers, Government of India is the promoter ("**Promoter**") of the Company. The Promoter (the "**Seller**"), proposes to sell 3,74,79,940 equity shares of the Company of face value of Rs. 10 each (the "**Sale Shares**"), aggregating to 7.64% of the total paid-up capital of the Company, in accordance with the SEBI OFS Circulars and in accordance with notice no. 20120222-34 dated February 22, 2012, notice no. 20120228-30 dated February 28, 2012, notice no. 20120727-26 dated July 27, 2012 and notice no. 20130129-23 dated January 29, 2013 issued by BSE Limited ("**BSE**") and circular no. 52/2012 dated August 2, 2012, circular no. 005/2013 dated January 30, 2013 and circular no. 0037/2013 dated January 31, 2013 issued by National Stock Exchange of India Limited ("**NSE**", and together with the BSE, the "**Stock Exchanges**" and such an offer for sale hereinafter referred to as the "**Sale**"). A copy of the notice dated July 30, 2013 (the "**Sale Notice**") is enclosed herewith as **Annexure A**. As stated in the Sale Notice, the seller has opted to publicly disclose the floor price in accordance with clause 5(c)(i) of the SEBI OFS Circular.

3. In this regard, the floor price for the Sale in terms of the SEBI OFS Circulars shall be as below:

Rs. 27.00 (Rupees twenty seven only) per equity share of NFL (the "**Floor Price**").

Important Information

4. The Sale is personal to each prospective buyer (including individuals, funds or otherwise)

registered with the brokers of the Stock Exchanges who makes a bid (each, a "**Bidder**") and neither the Sale nor this Announcement constitutes an offer to sell or invitation or solicitation of an offer to buy, to the public or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted to or filed with any regulatory authority or to any other person or class of person within or outside India.

5. The Sale is being carried out in accordance with SEBI OFS Circulars and is subject to the circulars, guidelines, rules and regulations of the Stock Exchanges. There will be no public offer of the Sale Shares in India under the Companies Act, 1956, as amended (the "**Companies Act**") or any other jurisdiction. Therefore, no documents have been or will be prepared as an "offer document" or a "prospectus" under the Companies Act, and/or SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, and/or submitted to or registered with the Registrar of Companies, SEBI, the Stock Exchanges or any other regulatory or listing authority in India or any other jurisdiction and no such document will be circulated or distributed to any person in India or any other jurisdiction.

6. The Bidders acknowledge and agree that any buy order or bid shall be made solely on the basis of publicly available information and any information available with SEBI, Stock Exchanges, Company's website or any other public domain, together with the information contained in this Announcement. The Sale is subject to the further terms set forth in the contract note to be provided to the prospective successful Bidders.

7. This Announcement is for information purposes only and is neither an offer nor an invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities in any jurisdiction ("**Other Jurisdiction**") in which such offer, solicitation or sale is or may be unlawful, whether prior to registration or qualification under the securities laws of any such jurisdiction or otherwise. This Announcement and the information contained are not for publication or distribution, directly or indirectly to persons in Other Jurisdiction, unless permitted pursuant to an exemption under the relevant laws or regulations in such Other Jurisdiction. The prospective buyer should seek appropriate legal advice prior to participating in the Sale.

8. This Announcement is neither an offer to sell nor a solicitation of an offer to buy any securities of the Company in the United States of America, its territories and possessions, any state of the United States of America, and the District of Columbia (together, the "**United States**"). This Announcement and the information contained herein are not for release, publication or distribution, in whole or in part, in the United States. The Sale Shares shall be offered outside the United States pursuant to Regulation S ("**Regulation S**") under the U.S. Securities Act of 1933 ("**Securities Act**"). The Sale Shares have not been and will not be registered under the Securities Act, or under the securities laws of any state of the United States or any Other Jurisdiction and may not be offered or sold in the United States absent registration requirements of the Securities Act or pursuant to an available exemption from registration. The buyers of Sale Shares are hereby advised that any resale of Sale Shares must be made in accordance with the registration requirements under the securities laws in the United States or otherwise pursuant to an available exemption from Securities Act registration requirements.

9. By submitting a bid in connection with the Sale or receiving any Sale Shares, each Bidder or any broker/s acting on such Bidder's behalf shall be deemed to have (a) read and understood the terms` of this Announcement in its entirety; (b) accepted and complied with the terms and conditions set out in this Announcement; and (c) represented, agreed and acknowledged that it is, and at the time the Sale Shares are purchased, will be, the beneficial owner of such Sale Shares, not an affiliate of the Company or a person acting on behalf of such an affiliate and is located outside the United States and purchasing such Sale Shares in reliance upon Regulation S.

10. By submitting a bid on behalf of a Bidder in connection with the Sale, each broker will also be deemed to have represented, agreed and acknowledged that it is located outside the United States

and that none of the broker, its affiliates or any persons acting on its or their behalf has (a) engaged or will engage in any directed selling efforts (as defined in Regulation S under the Securities Act) in connection with the offer or sale of the Sale Shares, (b) engaged or will engage in any form of general solicitation or general advertising (within the meaning of Regulation D under the Securities Act) in connection with the offer or sale of the Sale Shares or (c) offered or will offer and sell the Sale Shares except outside the United States in reliance upon Regulation S.

Yours faithfully,

(K S Rana)
Under Secretary to the Government of India
On behalf of President of India
Ministry of Chemicals & Fertilizers