



नेशनल फर्टिलाइजर्स लिमिटेड

(भारत सरकार का उपक्रम)

कॉर्पोरेट कार्यालय : ए-11, सैक्टर-24, नोएडा - 201301

जिला गौतम बुद्ध नगर (उ.प्र.),

दूरभाष : 0120 2412294, 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/AGM/ 423

Dated: 28.09.2017

Manager, (Listing),
National Stock Exchange of India Ltd.,
Registered Office (Exchange Plaza),
C-1, Block-G, Bandra Kurla Complex,
Bandra (E),
Mumbai-400051.

General Manager,
Department of Corporate Services,
Bombay Stock Exchange Limited,
Floor 25th, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001.

Sub: Compliance under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

In compliance with the provisions of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith voting results (in specified format) in respect of Items of business transacted at the 43rd Annual General Meeting of the Company held on 27th September, 2017 at 10:30 AM at NCUI Auditorium & Convention Centre, 3, Siri Institutional Area, August Kranti Marg, New Delhi-110016 along with the report of the Scrutinizer.

Thanking you,

Yours faithfully,
For National Fertilizers Limited

R. Kumar

(Raj Kumar)
Company Secretary

Encl: As above.



नेशनल फर्टिलाइजर्स लिमिटेड

(भारत सरकार का उपक्रम)

कॉरपोरेट कार्यालय : ए-11, सैक्टर-24, नोएडा - 201301

जिला गौतम बुद्ध नगर (उ.प्र.),

दूरभाष : 0120 2412294, 2412445, फैक्स : 0120-2412397



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(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

Sub: Declaration of Voting Results of 43rd Annual General Meeting (AGM).

43rd Annual General Meeting of the Members of National Fertilizers Limited was held on Wednesday, the 27th September, 2017 at 10:30 A.M. at NCUI Auditorium & Convention Centre, 3, Siri Institutional Area, August Kranti Marg, New Delhi-110016.

In compliance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Remote e-voting facility was provided to all the Members of the Company in respect of Items to be transacted at the Annual General Meeting. The period of e-voting started at 9.00 A.M. on Saturday, 24th September, 2017 and ended at 5.00 P.M. on Monday, 26th September, 2017. Further, Members who did not cast their vote through remote e-voting, were allowed to cast their vote at the venue of the meeting through Ballot Papers.

Shri Sachin Agarwal, Practicing Company Secretary of M/s. Agarwal S. & Associates (CP No.5910), Company Secretaries, was appointed as Scrutinizer for conducting remote e-voting and voting through Ballot Paper in a true and fair manner. After completion of e-voting and polling at AGM, Scrutinizer has handed over his Report. Based on the Report of Scrutinizer, the details of voting on the Resolutions placed before the AGM are as under.

S.No.	Resolution	No. of votes in favour	% of votes in favour of votes polled (approx.)	No. of votes against	% of votes against of votes polled (approx.)	Abstain/ Invalid
1.	Resolution No.1 – Ordinary Resolution To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended March 31 st 2017, 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.	435265834	100.00	0.00	0.00	335053
2.	Resolution No.2 – Ordinary Resolution To declare dividend on equity share capital for the financial year 2016-17.	435599829	100.00	100	0.00	958
3.	Resolution No.3 – Ordinary Resolution To re-appoint a director in place of Shri Dharam Pal (DIN 02354549), who retires by rotation and being eligible, offers himself for re-appointment..	431202049	98.99	4397480	1.01	1358
4.	Resolution No.4 – Ordinary Resolution To fix remuneration of Statutory Auditors for the Financial Year 2017-18.	435521938	99.98	77641	0.02	1308

[Signature]

S.No.	Resolution	No. of votes in favour	% of votes in favour of votes polled (approx.)	No. of votes against	% of votes against of votes polled (approx.)	Abstain/ Invalid
5.	Resolution No.5 – Ordinary Resolution To appoint Ms. Meenakshi Gupta (DIN 07686646), as Director.	431260596	99.00	4339003	1.00	1288
6.	Resolution No.6 – Ordinary Resolution To appoint Shri Devinder Singh Ahuja (DIN 07687173), Director Technical, as Director.	429371480	98.57	6227299	1.43	2108
7.	Resolution No.7 – Ordinary Resolution To appoint of Shri Anil Verma, (DIN 02544789), as an Independent Director.	435295608	99.93	304171	0.07	1108
8.	Resolution No.8 – Ordinary Resolution To appoint Dr. Ramesh Kumar Agarwal, (DIN 00601353), as an Independent Director.	433464286	99.51	2135293	0.49	1308
9.	Resolution No.9 – Ordinary Resolution To appoint Dr. Kalpana Saini, (DIN 07820260), as an Independent Director.	435598177	100.00	686	0.00	2024
10.	Resolution No.10 – Ordinary Resolution To ratify the remuneration of the Cost Auditors for the financial year ending 31 st March, 2018.	435599293	100.00	486	0.00	1108

Accordingly, as per the above voting results, all the Resolutions proposed at the 43rd AGM have been approved with the requisite majority.

For National Fertilizers Limited



(Manoj Mishra)

Chairman & Managing Director

Place: New Delhi.

Dated: 28.09.2017



CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act 2013 and
Rule 20(3) of the Companies (Management and Administration) Rules, 2014 as amended by
Companies (Management and Administration) Rules, 2015)

To,
The Chairman
National Fertilizers Limited
Scope Complex Core-III
7 Institutional Area Lodhi Road
New Delhi - 110003

Reg.: 43rd Annual General Meeting of the members of National Fertilizers Limited held on
Wednesday, 27th Day of September, 2017 at NCUI Auditorium, August Kranti Marg, New
Delhi-110016.

Sub: Consolidated Scrutinizer's Report on voting through electronic means (remote e-voting) and
poll process conducted pursuant to the provisions of SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015 and Section 108 of Companies Act 2013 ("the Act") read
with Rule 20 (4)(xii) of Companies (Management and Administration) Rules, 2014 read with
Companies (Management and Administration) Amendment Rules, 2015.

Dear Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, having office at 119 & 127, Vardhman Star Citi Mall, Sector-7, Dwarka, New Delhi-110075 had been appointed as the Scrutinizer by the Board of Directors of **National Fertilizers Limited** (the Company) having its registered office at Scope Complex, Core-III, 7, Institutional Area, Lodhi Road, New Delhi- 110003 vide resolution dated 18th May, 2017, pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies Act 2013 read with Rule 20 & 21 of Companies (Management & Administration) Amendment Rules, 2015 to conduct the remote e- voting process and to scrutinize physical poll process by the Shareholders in respect of the below mentioned resolution passed at 43rd Annual General Meeting of the Company held on 27th Day of September, 2017.

The revised notice dated 5th September, 2017 convening AGM of the Company was sent to the Shareholders.

The Company has provided the voting through electronics means (remote e- voting) facility offered by **National Securities Depository Services (India) Limited (NSDL)**, for conducting remote e- voting by the shareholders of the Company. The shareholders of the Company holding shares as on the "Cut –



Off" date i.e. 20th September, 2017 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 10 in the notice convening of 43rd Annual General Meeting of the Company.

The voting period for remote e-Voting commenced on Sunday, 24th September 2017 at 09.00 am and ended on Tuesday, 26th September 2017 at 5.00 pm and the remote e-Voting platform was blocked thereafter. After the closure of the voting at Annual General Meeting held on 27.09.2017, the report of voting done at the meeting was generated in my presence.

The voting pattern was unblocked by us on Wednesday, 27th Day of September, 2017 in the presence of Ms. Karishma Singh and Mr. Harish Kumar Yadav, who are not in employment of the Company.

Ms. Karishma Singh

Mr. Harish Kumar Yadav

I have scrutinized the consolidated voting in a fair & transparent manner based on the data downloaded from the National Securities Depository Services (India) Limited remote evoting platform and the ballot papers received respectively.

Based on the result made available to us, 109 members have cast their vote on the e-voting platform and 48 members have casted their vote physically through poll papers. I hereby annex the Consolidated Voting results pursuant to Rule (20)(4)(xii) of (Companies Management & Administration) Amendment Rules, 2015 on all the resolutions contained in the notice of aforesaid Annual General Meeting.

All relevant records of remote e-voting and ballots will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 43rd Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,

For **Agarwal S. & Associates,**
Company Secretaries,



CS Sachin Agarwal
Partner
FCS: 5774
COP: 5910

Date: 27.09.2017
Place: Noida

Consolidated Results

Item No.	1
Subject Matter of resolution	To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended March 31st 2017, 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.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	105	435259339	45	6495	150	435265834	100.00
Dissent	0	0	0	0	0	0	0.00
Abstain /Invalid	4	334145	3	908	7	335053	
Total	109	435593484	48	7403	150	435265834	100.00

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 1** of the revised Notice dated **September 5, 2017** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries

CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 27.09.2017
Place: Noida



मनोज मिश्रा/MANOJ MISHRA
अध्यक्ष एवं प्रबन्ध निदेशक
Chairman & Managing Director
नेशनल फर्टिलाइजर्स लिमिटेड, नोएडा
National Fertilizers Ltd., NOIDA

R. K. K. K. K.

Consolidated Results

Item No.	2
Subject Matter of resolution	To declare dividend on equity share capital for the financial year 2016-17.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	107	435593334	45	6495	152	435599829	100.00
Dissent	1	100	0	0	1	100	0.00
Abstain /Invalid	1	50	3	908	4	958	
Total	109	435593484	48	7403	153	435599929	100.00

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 2** of the revised Notice dated **September 5, 2017** has been passed with **requisite majority**.

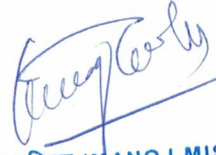
For Agarwal S. & Associates
Company Secretaries



CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 27.09.2017
Place: Noida




मनोज मिश्रा / MANOJ MISHRA
अध्यक्ष एवं प्रबन्ध निदेशक
Chairman & Managing Director
नेशनल फर्टिलाइजर्स लिमिटेड, नोएडा
National Fertilizers Ltd., NOIDA


R. Kumar

Consolidated Results

Item No.	3
Subject Matter of resolution	To re-appoint a director in place of Shri Dharam Pal (DIN 02354549), who retires by rotation and being eligible, offers himself for re-appointment.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	79	431195554	45	6495	124	431202049	98.99
Dissent	27	4397480	0	0	27	4397480	1.01
Abstain /Invalid	3	450	3	908	6	1358	
Total	109	435593484	48	7403	151	435599529	100.00

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 3** of the revised Notice dated **September 5, 2017** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries

CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774



Date: 27.09.2017
Place: Noida

मनोज मिश्रा / MANOJ MISHRA
अध्यक्ष एवं प्रबन्ध निदेशक
Chairman & Managing Director
नेशनल फर्टिलाइजर्स लिमिटेड, नोएडा
National Fertilizers Ltd., NOIDA
R. Kumar

Consolidated Results

Item No.	4
Subject Matter of resolution	To fix remuneration of Statutory Auditors for the Financial Year 2017-18.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	104	435515443	45	6495	149	435521938	99.98
Dissent	3	77641	0	0	3	77641	0.02
Abstain /Invalid	2	400	3	908	5	1308	
Total	109	435593484	48	7403	152	435599579	100.00

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 4** of the revised Notice dated **September 5, 2017** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries



CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774



Date: 27.09.2017
Place: Noida


मनोज मिश्रा / MANOJ MISHRA
अध्यक्ष एवं प्रबन्ध निदेशक
Chairman & Managing Director
नेशनल फर्टिलाइजर्स लिमिटेड, नोएडा
National Fertilizers Ltd., NOIDA


R. Kumar

Consolidated Results

Item No.	5
Subject Matter of resolution	To appoint Ms. Meenakshi Gupta (DIN 07686646), as Director.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	85	431254101	45	6495	130	431260596	99.00
Dissent	22	4339003	0	0	22	4339003	1.00
Abstain /Invalid	2	380	3	908	5	1288	
Total	109	435593484	48	7403	152	435599599	100.00

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 5** of the revised Notice dated **September 5, 2017** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries

Agarwal

CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774



Date: 27.09.2017
Place: Noida

Manoj Mishra

मनोज मिश्रा/MANOJ MISHRA
अध्यक्ष एवं प्रबन्ध निदेशक
Chairman & Managing Director
नेशनल फर्टिलाइजर्स लिमिटेड, नोएडा
National Fertilizers Ltd., NOIDA

R. Kumar

Consolidated Results

Item No.	6
Subject Matter of resolution	To appoint Shri Devinder Singh Ahuja (DIN 07687173), Director Technical, as Director.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	79	429364985	45	6495	124	429371480	98.57
Dissent	28	6227299	0	0	28	6227299	1.43
Abstain /Invalid	2	1200	3	908	5	2108	
Total	109	435593484	48	7403	152	435598779	100.00

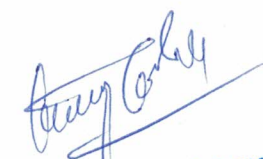
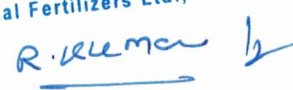
Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the Item No. 6 of the revised Notice dated September 5, 2017 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries


CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774



Date: 27.09.2017
Place: Noida


मनोज मिश्रा/MANOJ MISHRA
अध्यक्ष एवं प्रबन्ध निदेशक
Chairman & Managing Director
नेशनल फर्टिलाइजर्स लिमिटेड, नोएडा
National Fertilizers Ltd., NOIDA


Consolidated Results

Item No.	7
Subject Matter of resolution	To appoint Shri Anil Verma, (DIN02544789), as an Independent Director.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	102	435289113	45	6495	147	435295608	99.93
Dissent	6	304171	0	0	6	304171	0.07
Abstain /Invalid	1	200	3	908	4	1108	
Total	109	435593484	48	7403	153	435599779	100.00

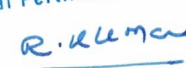
Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 7** of the revised Notice dated **September 5, 2017** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries

CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 27.09.2017
Place: Noida




मनोज मिश्रा / MANOJ MISHRA
 अध्यक्ष एवं प्रबन्ध निदेशक
Chairman & Managing Director
 नेशनल फर्टिलाइजर्स लिमिटेड, नोएडा
National Fertilizers Ltd., NOIDA


Consolidated Results

Item No.	8
Subject Matter of resolution	To appoint Dr. Ramesh Kumar Agarwal, (DIN 00601353), as an Independent Director.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	96	433457791	45	6495	141	433464286	99.51
Dissent	11	2135293	0	0	11	2135293	0.49
Abstain /Invalid	2	400	3	908	5	1308	
Total	109	435593484	48	7403	152	435599579	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the Item No. 8 of the revised Notice dated September 5, 2017 has been passed with requisite majority.

For Agarwal S. & Associates
Company Secretaries

(Signature)

CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774



Date: 27.09.2017
Place: Noida

(Signature)
मनोज मिश्रा / MANOJ MISHRA
अध्यक्ष एवं प्रबन्ध निदेशक
Chairman & Managing Director
नेशनल फर्टिलाइजर्स लिमिटेड, नोएडा
National Fertilizers Ltd., NOIDA

(Signature)

Consolidated Results

Item No.	9
Subject Matter of resolution	To appoint Dr. Kalpana Saini, (DIN 07820260), as an Independent Director.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	101	435591682	45	6495	146	435598177	100.00
Dissent	5	686	0	0	5	686	0.00
Abstain /Invalid	3	1116	3	908	6	2024	
Total	109	435593484	48	7403	151	435598863	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 9** of the revised Notice dated **September 5, 2017** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries

Sachin Agarwal

CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 27.09.2017
Place: Noida



Manoj Mishra
मनोज मिश्रा / MANOJ MISHRA
अध्यक्ष एवं प्रबन्ध निदेशक
Chairman & Managing Director
नेशनल फर्टिलाइजर्स लिमिटेड, नोएडा
National Fertilizers Ltd., NOIDA

R. Kumar

Consolidated Results

Item No.	10
Subject Matter of resolution	To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2018.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	104	435592798	45	6495	149	435599293	100.00
Dissent	4	486	0	0	4	486	0.00
Abstain /Invalid	1	200	3	908	4	1108	
Total	109	435593484	48	7403	153	435599779	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 10** of the revised Notice dated **September 5, 2017** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries


CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774



Date: 27.09.2017
Place: Noida


मनोज मिश्रा / MANOJ MISHRA
अध्यक्ष एवं निदेशक
Chairman & Managing Director
नेशनल फर्टिलाइजर्स लिमिटेड, नोएडा
National Fertilizers Ltd., NOIDA


R. Kumar



SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act 2013 and
Rule 20 (3) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman
National Fertilizers Limited
Scope Complex Core-III
7 Institutional Area Lodhi Road
New Delhi - 110003

Reg.: 43rd Annual General Meeting of the members of National Fertilizers Limited held on
Wednesday, 27th Day of September, 2017 at NCUI Auditorium, August Kranti Marg, New
Delhi - 110016.

Sub. : E-Voting Result

Dear Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, having office at 119 & 127, Vardhman Star Citi Mall, Sector-7, Dwarka, New Delhi-110075, 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 43rd Annual General Meeting of the Company, do hereby submit my report as follows:

1. The e-voting services were provided by National Securities Depository Services (India) Limited (NSDL).
2. Voting rights were reckoned on the paid up value of shares registered in the names of the members as on 20th September 2017.
3. The voting period for remote e- Voting commenced on Sunday, 24th September 2017 at 09:00 A.M. and ended on, Tuesday, 26th September 2017 at 5.00 P.M.
4. The votes cast were unblocked on 27th September, 2017 at 11:50 am in the presence of two witnesses' Ms. Karishma Singh and Mr. Harish Kumar Yadav, both of whom are not in the employment of the Company.

Based on the reports generated from National Securities Depository Services (India) Limited (NSDL), e-voting website www.evoting.nsdl.com results of e-voting are as under:



ORDINARY BUSINESS

Resolution No.1 – Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended March 31st 2017, 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.

	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	105	435259339	100.00
Voted against the Resolution	0	0	0.00
Abstain From Voting	4	334145	

Resolution No.2: Ordinary Resolution

To declare dividend on equity share capital for the financial year 2016-17.

	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	107	435593334	100.00
Voted against the Resolution	1	100	0.00
Abstain From Voting	1	50	

Resolution No.3: Ordinary Resolution

To re-appoint a director in place of Shri Dharam Pal (DIN 02354549), who retires by rotation and being eligible, offers himself for re-appointment.

	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	79	431195554	98.99
Voted against the Resolution	27	4397480	1.01
Abstain From Voting	3	450	



Resolution No.4: Ordinary Resolution

To fix remuneration of Statutory Auditors for the Financial Year 2017-18.

	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	104	435515443	99.98
Voted against the Resolution	3	77641	0.02
Abstain From Voting	2	400	

SPECIAL BUSINESS**Resolution No.5: Ordinary Resolution**

To appoint Ms. Meenakshi Gupta (DIN 07686646), as 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	85	431254101	99.00
Voted against the Resolution	22	4339003	1.00
Abstain From Voting	2	380	

Resolution No.6: Ordinary Resolution

To appoint Shri Devinder Singh Ahuja (DIN 07687173), Director Technical, as 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	79	429364985	98.57
Voted against the Resolution	28	6227299	1.43
Abstain From Voting	2	1200	



Resolution No.7: Ordinary Resolution

To appoint Shri Anil Verma, (DIN02544789), 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	102	435289113	99.93
Voted against the Resolution	6	304171	0.07
Abstain From Voting	1	200	

Resolution No.8: Ordinary Resolution

To appoint Dr. Ramesh Kumar Agarwal, (DIN 00601353), 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	96	433457791	99.51
Voted against the Resolution	11	2135293	0.49
Abstain From Voting	2	400	

Resolution No.9: Ordinary Resolution

To appoint Dr. Kalpana Saini, (DIN 07820260), 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	101	435591682	100.00
Voted against the Resolution	5	686	0.00
Abstain From Voting	3	1116	



Resolution No.10: Ordinary Resolution

To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2018.

	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	104	435592798	100.00
Voted against the Resolution	4	486	0.00
Abstain From Voting	1	200	



Yours Faithfully

Agarwal
CS Sachin Agarwal
Scrutinizer

Place: Noida

Dated: 27.09.2017

We, the undersigned, have witnessed that the votes were unblocked from National Securities Depository Services (India) Limited (NSDL) e-voting website www.evoting.nsdl.com in our presence on Wednesday, 27th day of September, 2017 at 11:50 am.

Karishma Singh
1. (Ms. Karishma Singh)
WITNESS

Harish
2. (Mr. Harish Kumar Yadav)
WITNESS



REPORT OF SCRUTINIZER

FORM No. MGT-13

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 21(2) of
The Companies (Management and Administration) Rules, 2014]**

To,
The Chairman
43rd Annual General Meeting of the Equity Shareholders of
National Fertilizers Limited
held on Wednesday, 27th September, 2017 at 10:30 A.M.

Dear Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, having office at 119/127, Vardhman Star Citi Mall, Sector-7, Dwarka, New Delhi-110075, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 43rd Annual General Meeting of the Equity Shareholders of National Fertilizers Limited, held on Wednesday, 27th September, 2017 at 10:30 A.M. submit our report as under:

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



Resolutions 1: To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended March 31st 2017, 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.

(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
45	6495	100

(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
0	0	0

(iii) **Invalid** Votes:

Total Number of members Present (in person or by proxy)	Total Number of votes cast by them (Whose votes were declared invalid)
3	905

Resolution 2: To declare dividend on equity share capital for the financial year 2016-17.

(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
45	6495	100

(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
0	0	0

(iii) **Invalid** Votes:

Total Number of members Present (in person or by proxy)	Total Number of votes cast by them (Whose votes were declared invalid)
3	905



Resolution 3: To appoint a director in place of Shri Dharam Pal (DIN 02354549), who retires by rotation and being eligible, offers himself for re-appointment.

(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
45	6495	100

(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
0	0	0

(iii) **Invalid** Votes:

Total Number of members Present (in person or by proxy)	Total Number of votes cast by them (Whose votes were declared invalid)
3	905

Resolution 4: To fix remuneration of Statutory Auditors for the Financial Year 2017-18.

(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
45	6495	100

(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
0	0	0

(iii) **Invalid** Votes:

Total Number of members Present (in person or by proxy)	Total Number of votes cast by them (Whose votes were declared invalid)
3	905



Resolution 5: To appoint Ms. Meenakshi Gupta (DIN 07686646), as 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
45	6495	100

(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
0	0	0

(iii) **Invalid** Votes:

Total Number of members Present (in person or by proxy)	Total Number of votes cast by them (Whose votes were declared invalid)
3	905

Resolution 6: To appoint Shri Devinder Singh Ahuja (DIN 07687173), Director Technical, as 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
45	6495	100

(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
0	0	0

(iii) **Invalid** Votes:

Total Number of members Present (in person or by proxy)	Total Number of votes cast by them (Whose votes were declared invalid)
3	905



Resolution 7: To appoint Shri Anil Verma, (DIN02544789), 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
45	6495	100

(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
0	0	0

(iii) **Invalid** Votes:

Total Number of members Present (in person or by proxy)	Total Number of votes cast by them (Whose votes were declared invalid)
3	905

Resolution 8: To appoint Dr. Ramesh Kumar Agarwal, (DIN 00601353), 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
45	6495	100

(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
0	0	0

(iii) **Invalid** Votes:

Total Number of members Present (in person or by proxy)	Total Number of votes cast by them (Whose votes were declared invalid)
3	905



Resolution 9: To appoint Dr. Kalpana Saini, (DIN 07820260), 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
45	6495	100

(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
0	0	0

(iii) **Invalid** Votes:

Total Number of members Present (in person or by proxy)	Total Number of votes cast by them (Whose votes were declared invalid)
3	905

Resolution 10: To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2018.

(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
45	6495	100

(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
0	0	0

(iii) **Invalid** Votes:

Total Number of members Present (in person or by proxy)	Total Number of votes cast by them (Whose votes were declared invalid)
3	905



5. An Excel Sheet containing a list of equity shareholders who voted "FOR","AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,



A handwritten signature in blue ink, appearing to read "S. Agarwal".

CS Sachin Agarwal
Scrutinizer

Place: Noida

Date: 27.09.2017