

CIN : L74899DLI974GOI007417

Corporate Office :

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>



नेशनल फर्टिलाइजर्स लिमिटेड

एन.एफ.एल.  
NATIONAL FERTILIZERS LIMITED

कारपोरेट कार्यालय :

ए-11, सैक्टर-24, नौएडा - 201 301

जिला गौतम बुद्ध नगर (उ0प्र0)

दूरभाष : 0120-2412294, 2412445, 3292201-08

फैक्स : 0120-2412397



एक कदम स्वच्छता की ओर

नेशनल फर्टिलाइजर्स लिमिटेड

(भारत सरकार का उपक्रम)

**NATIONAL FERTILIZERS LIMITED**

(A GOVERNMENT OF INDIA UNDERTAKING)

## ANNOUNCEMENT OF RESULTS OF VOTING CONDUCTED BY POSTAL BALLOT

Pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable law for the time being in force, approval of the members of the Company was sought by way of Postal Ballot including voting through electronic means ("e-voting") on the special resolution proposed in Postal Ballot Notice dated 10<sup>th</sup> Feb, 2016, as described below:

**Special Resolution** for authorizing Board of Directors to mortgage and/or charge immovable and moveable properties of the Company securing for borrowings subject to limits approved u/s 180(1)(c) of the Companies Act, 2013.

Shri Naresh Kumar Sinha, Partner of M/S. Kumar Naresh Sinha & Associates, Company Secretaries, in Whole time Practice, was appointed as Scrutinizer for conducting the Postal Ballot process in fair and transparent manner.

As per Scrutinizer's Report dated 2<sup>nd</sup> April, 2016, the following result of Postal Ballot is announced:

Particulars	Voting Details
Total Postal Ballot Forms received (physical)	1649*
Total e-voting received	70
Total number of Votes exercised	463057866
Total number of Invalid Votes	7779
Total No. of Valid Votes	463050087
No. of Votes with Assent for the Resolution	463025875
No. of Votes with Dissent for the Resolution	24212
Percentage of Votes in favour to Total valid votes	99.995
Percentage of Votes Against to Total valid votes	.005

\* including one(1) postal ballot form in which the DPID/Client ID written does not exist in the records of Registrar and Share Transfer Agent. Therefore, the said ballot is not considered for the scrutiny.

I declare that the Special Resolution set out in the Postal Ballot Notice dated 10<sup>th</sup> February, 2016 has been passed with requisite majority.

For National Fertilizers Limited

(Manoj Mishra)

Chairman & Managing Director

Date: 02.04.2016

Place: New Delhi

**Partners**

**CS Naresh Kumar Sinha**  
**B.Com (Hons), MBA, FCS, LLB, MICA, AIAM**  
**CS Shashank Sharma**  
**B.Com (Hons), ACS**

**KUMAR NARESH SINHA**  
**& ASSOCIATES**  
**COMPANY SECRETARIES**

**Scrutinizer(s) Report**

The Chairman  
National Fertilizers Limited  
Scope Complex, Core 3  
7 Institutional Area, Lodhi Road  
New Delhi 110 003

**Subject: Scrutinizers Report on Postal Ballot voting including voting by electronic means in respect of passing of Resolution specified in the Notice dated February 10, 2016 through Postal Ballot**

Dear Sir,

The Board of Directors of the Company has appointed me as a scrutinizer for conducting the postal ballot voting process including electronic means in respect of passing of the resolution contained in the Notice dated February 10, 2016 through postal ballot.

The management of the company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made there under and (ii) the Listing Regulations with the Stock Exchanges, relating to postal ballot voting including voting by electronic means. My responsibility as a Scrutinizer is restricted to making a Scrutinizers Report of the votes cast by the members for the resolution contained in the Notice dated February 10, 2016, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide e-voting and scrutiny of postal ballot received till the time fixed for closing of the voting process i.e. till 5.00 p.m. IST on Saturday, 26<sup>th</sup> March, 2016

I submit my report as under:

1. The Company has completed the dispatch of Notice of postal ballot along with the Postal Ballot Forms and postage pre-paid self-addressed business reply envelope through Registrar and Share Transfer Agent M/s Mas Services Limited on Thursday, February 25, 2016, to its Members whose name(s) appeared on the Register of members/ list of beneficiaries owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited as on Friday, February 19, 2016.



**Address: Flat No. 121, Vinayak apartments, Plot No. C58/19, Sector - 62, Noida-201307 (U. P.)**  
**N. K. Sinha: ☎ 0120-4117114, +91 9868282032, 9810184269, ✉ kumarnareshsinha@gmail.com**  
**Shashank Sharma: ☎ +91 9999173559, ✉ sharmashashank25@gmail.com**

**Partners**

**CS Naresh Kumar Sinha**  
**B.Com (Hons), MBA, FCS, LLB, MICA, AIAM**  
**CS Shashank Sharma**  
**B.Com (Hons), ACS**

**KUMAR NAKESH SINHA**  
**& ASSOCIATES**  
**COMPANY SECRETARIES**

2. Particulars of all postal ballot forms received from the Members and the votes cast by electronic mode have been entered in a register separately maintained for the purpose.
3. The sealed physical postal ballot forms were kept under safe custody of the Registrar and Share Transfer Agent M/s Mas Services Limited at T 344, 2<sup>nd</sup> Floor, Phase-2, Okhla, New Delhi-110020.
4. The postal ballot forms were duly opened in my presence and scrutinized.
5. All postal ballot forms including electronic votes received up to the close of working hours on Saturday, March 26, 2016 till 5:00 p.m. IST, the last date and time fixed by the company for the receipt of the forms/electronic votes, were considered for my scrutiny.

**Details of voting in physical mode**

Total number of envelopes received	1640		
Total number of Postal Ballot forms received	1649*		
Total Number of Shareholders	1648		
Total number of shares held	63031		
Total number of votes exercised	62953		
Total number of valid votes	55174		
<b>Voting Result</b>			
Particulars	Assent	Dissent	Not Applicable (Invalid)
Number of Shareholders	1351	277	20
Votes	54522	652	7779
%age of Votes cast to the total valid votes	98.818	1.182	-



**Address: Flat No. 121, Vinayak apartments, Plot No. C58/19, Sector - 62, Noida-201307 (U. P.)**  
**N. K. Sinha: ☎ 0120-4117114, +91 9868282032, 9810184269, ✉ kumarnareshsinha@gmail.com**  
**Shashank Sharma: ☎ +91 9999173559, ✉ sharmashashank25@gmail.com**

\* DPID/Client ID mentioned in one ballot form does not exist in the records of Registrar and Share Transfer Agent A/c- National Fertilizers Limited.

**Details of voting in electronic mode**

Total Number of Shareholders		70	
Total Number of Shares held		462994913	
Total Number of Votes exercised		462994913	
Total number of valid votes		462994913	
<b>Voting Result</b>			
Particulars	Assent	Dissent	Not Applicable (Invalid)
Number of Shareholders	64	6	0
Votes	462971353	23560	0
%age of Votes cast to the total valid votes	99.995	.005	-



**Details of voting in physical as well as electronic mode  
(Combined)**

Total Number of Shareholders		1718	
Total Number of Shares held		463057944	
Total Number of Votes exercised		463057866	
Total number of valid votes		463050087	
<b>Voting Result</b>			
Particulars	Assent	Dissent	Not Applicable (Invalid)
Number of Shareholders	1415	283	20
Votes	463025875	24212	7779
%age of Votes cast to the total valid votes	99.995	.005	-

**Basis of Rejection**

**A. Physical Ballot Form:**

Sl. No.	Basis	Number of Postal Ballot Forms	Number of shares
a.	Voting is not done but ballot signed.	12	1919
b.	Voting is done but ballot not signed.	3	1401
c.	Ballot Rejected on account of shareholder's voting for both assent as well as Dissent.	1	2100
d.	Mismatch in shareholder's signature.	4	2359
Total		20	7779



**Partners**  
**CS Naresh Kumar Sinha**  
**B.Com (Hons), MBA, FCS, LLB, MICA, AIAM**  
**CS Shashank Sharma**  
**B.Com (Hons), ACS**

**KUMAR NAKESH SINHA**  
**& ASSOCIATES**  
**COMPANY SECRETARIES**

**Not Considered for Scrutiny:**

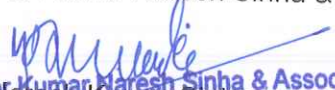
- i. DPID/Client ID mentioned in one ballot form does not exist in the records of Registrar and Share Transfer Agent A/c-National Fertilizers Limited.
- ii. Shareholders voted for less number of shares than his actual shareholding. Thus, only number of shares (votes) cast has been considered.

The postal ballot and all other papers relating to postal ballot including voting by electronic means, shall be under my safe custody till you consider, approve and sign the minutes or proceedings and thereafter, the ballot papers, other related papers and register will be handed over to Shri Raj Kumar, Company Secretary, National Fertilizers Limited, who shall preserve such ballot papers, other related papers and register safely.

You may accordingly declare the results of voting by postal ballot and e-voting.

Thanking You.

Yours Faithfully,  
For Kumar Naresh Sinha & Associates

  
Naresh Kumar Sinha  
Scrutinizer  
Kumar Naresh Sinha & Associates  
Company Secretaries

Date: April 02, 2016

Partner



**Address: Flat No. 121, Vinayak apartments, Plot No. C58/19, Sector - 62, Noida-201307 (U. P.)**  
**N. K. Sinha: ☎ 0120-4117114, +91 9868282032, 9810184269, ✉ kumarnareshsinha@gmail.com**  
**Shashank Sharma: ☎ +91 9999173559, ✉ sharmashashank25@gmail.com**