

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, सेक्टर-24, नौएडा - 201 301

जिला गौतम बुद्ध नगर (उप्र)

दूरभाष : 0120-2412294, 2412445, 3292201-08

फैक्स : 0120-2412397



नेशनल फर्टिलाइजर्स लिमिटेड

(भारत सरकार का उपक्रम)

**NATIONAL FERTILIZERS LIMITED**

(A GOVERNMENT OF INDIA UNDERTAKING)

**41<sup>ST</sup> ANNUAL GENERAL MEETING HELD ON WEDNESDAY, 23.09.2015**

**Declaration of Results of remote e-voting and Poll**

41<sup>st</sup> Annual General Meeting of the members of National Fertilizers Limited was held on Wednesday, 23.09.2015, at 10.30 AM at Weight Lifting Hall, Jawaharlal Nehru Stadium, Lodhi Road, New Delhi.

As per the provisions of the Companies Act, 2013 and Clause 35B of the Listing Agreement, the Company had provided the facility of remote e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 41<sup>st</sup> Annual General Meeting (AGM). The remote e-voting was open from 9.00 AM (IST) on Sunday, 20<sup>th</sup> September, 2015 and ended at 5.00 PM (IST) on Tuesday, 22<sup>nd</sup> September, 2015. Further, in line with the provisions of Companies Act, 2013 shareholders were allowed to cast their vote by means of Ballot Paper at the AGM.

Shri Sachin Agarwal, Company Secretary, M/s. Agarwal S. & Associates was appointed by the Company as Scrutinizer for conducting remote e-voting and polling at AGM in fair and transparent manner. The Scrutinizer(s) has carried out the scrutiny of all the electronic votes received from 9.00 (IST) on 20<sup>th</sup> September, 2015 to 5.00 PM (IST) on 22<sup>nd</sup> September, 2015 as well as poll received till the conclusion of the meeting and submitted his Report on 24.09.2015.

The Consolidated Results, as per the Scrutinizers' Report dated 24.09.2015 are as follows:-

S.No.	Particulars	No. of votes in favour	% of votes in favour (approx.)	No. of votes against	% of votes against (approx.)	Invalid votes
1.	<b>Resolution No.1 - Ordinary Resolution</b> To receive, consider and adopt the audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2015, and the Reports of the Board and Auditors' thereon.	440208299	100.00	563	0.00	18312
2.	<b>Resolution No.2 - Ordinary Resolution</b> To declare a dividend for the Financial Year 2014-15.	440208309	100.00	553	0.00	18312

*[Signature]*



3.	<b>Resolution No.3 – Ordinary Resolution</b> To appoint a Director in place of Capt. Pavan Kumar Kaul (DIN 03438497), who retires by rotation and being eligible, offers himself for re-appointment.	440208358	100.00	503	0.00	18312
4.	<b>Resolution No.4 – Ordinary Resolution</b> To appoint a Director in place of Shri M. Sagar Mathews (DIN 02820429), who retires by rotation, and being eligible, offers himself for re-appointment.	440208358	100.00	504	0.00	18312
5.	<b>Resolution No.5 – Ordinary Resolution</b> To fix remuneration of the Statutory Auditors for the Financial Year 2015-16.	440208358	100.00	504	0.00	18312
6.	<b>Resolution No.6 – Ordinary Resolution</b> To ratify the remuneration of the Cost Auditors for the Financial Year ending 31 <sup>st</sup> March, 2016.	440208358	100.00	504	0.00	18312

Based on the Consolidated Report of the Scrutinizer(s), all Resolutions as set out in the Notice of 41<sup>st</sup> AGM have been duly approved by the Shareholders with requisite majority.

For National Fertilizers Limited,



(Manoj Mishra)

Chairman & Managing Director  
DIN:06408953

Date: 24.09.2015

Place: New Delhi.



# AGARWAL S. & ASSOCIATES

## COMPANY SECRETARIES

### SCRUTINIZER'S REPORT (MGT-13)

(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  
Scope Complex Core-III,  
7, Institutional Area,  
Lodhi Road, New Delhi-110003

Reg. : 41<sup>st</sup> Annual General Meeting of the members of National Fertilizers Limited (NFL) held on Wednesday, 23<sup>rd</sup> Day of September, 2015 at Weight Lifting Hall, Jawaharlal Nehru Stadium, New Delhi.

### Sub. : Consolidated Voting Result

Dear Sir,

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

Dear Sir,

I, Sachin Agarwal, Practicing Company Secretary, 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 (NFL) (the Company) having it's registered office at Scope Complex Core-III, 7 Institutional Area, Lodhi Road, New Delhi-110003 vide resolution dated 04.07.2015 pursuant to the provisions Listing Agreement 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 41<sup>st</sup> Annual General Meeting AGM of the Company held on 23<sup>rd</sup> Day of September, 2015.

The notice dated 12<sup>th</sup> August, 2015 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 NSDL, for conducting remote e- voting by the shareholders of the Company. The shareholders of the





# AGARWAL S. & ASSOCIATES

## COMPANY SECRETARIES

Company holding shares as on the "Cut -Off" date i.e. 16<sup>th</sup> September, 2015 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 6 in the notice convening of 41<sup>st</sup> AGM of the Company.

The voting period for remote e- Voting commenced on Sunday, 20<sup>th</sup> September 2015 at 09.00 am and ended on Tuesday, 22<sup>nd</sup> September 2015 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 23.09.2015, the report of voting done at the meeting was generated in my presence.

The voting pattern was unblocked by me at 11.40 A.M on 23<sup>rd</sup> Day of September, 2015 in the presence of Mr. Tarun Saini and Mr. Deepak Sharma, who are not in employment of the company.

I have scrutinized the consolidated voting in a fair & transparent manner based on the data downloaded from the evoting.nsdl.com, remote evoting platform and the ballot papers received respectively.

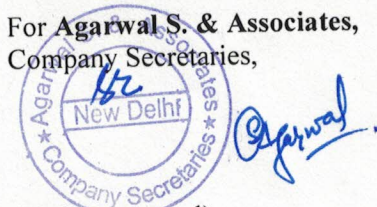
Based on the result made available to me, 33 members have cast their vote on the e-voting platform and 38 members have casted their vote physically through poll papers. I hereby annex the Consolidated Voting results pursuant to Rule (20)(4)(xii) on all the resolutions contained in the notice of aforesaid 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 41<sup>st</sup> 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,



(Sachin Agarwal)  
FCS: 5774  
COP: 5910

Date: 24.09.2015  
Place: New Delhi



# **I Resolution No.1:-**

<b>Agenda No.</b>	<b>1</b>
<b>Subject Matter of resolution</b>	To receive, consider and adopt the audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2015, and the Reports of the Board and Auditors' thereon.
<b>Type of Resolution</b>	Ordinary

Particulars	Number of Members voting			Number of votes cast by them			Percentage of Total valid Votes Cast
	Remote e-Voting	Physical	Total	Remote e-Voting	Physical	Total	
<b>Total Received</b>	33	38	71	440144668	82506	440227174	
<b>Voted in Favour (i)</b>	28	28	56	440144155	64144	440208299	100.00
<b>Voted against (ii)</b>	5	1	6	513	50	563	0.00
<b>Invalid Vote (iii)</b>	0	9	9	0	18312	18312	0.00





## II Resolution No.2:-

<b>Agenda No.</b>	2
<b>Subject Matter of resolution</b>	To declare a dividend for the Financial year 2014-15.
<b>Type of Resolution</b>	Ordinary

Particulars	Number of Members voting			Number of votes cast by them			Percentage of Total valid Votes Cast
	Remote e-Voting	Physical	Total	Remote e-Voting	Physical	Total	
<b>Total Received</b>	33	38	71	440144668	82506	440227174	100.00
<b>Voted in Favour (i)</b>	29	28	56	440144165	64144	440208309	100.00
<b>Voted against (ii)</b>	4	1	5	503	50	553	0.00
<b>Invalid Vote (iii)</b>	0	9	9	0	18312	18312	





### III Resolution No.3:-

<b>Agenda No.</b>	3
<b>Subject Matter of resolution</b>	To appoint a Director in place of Capt. Pavan Kumar Kaul (DIN-03438497), who retires by rotation, and being eligible, offers himself for re-appointment
<b>Type of Resolution</b>	Ordinary

Particulars	Number of Members voting			Number of votes cast by them			Percentage of Total valid Votes Cast
	Remote e-Voting	Physical	Total	Remote e-Voting	Physical	Total	
<b>Total Received</b>	33	38	71	440144668	82506	440227173	
<b>Voted in Favour (i)</b>	28	29	56	440144164	64194	440208358	100.00
<b>Voted against (ii)</b>	4	0	5	503	0	503	0.00
<b>Invalid Vote/Abstained (iii)</b>	1	9	9	1	18312	18312	





#### IV Resolution No.4:-

<b>Agenda No.</b>	<b>4</b>
<b>Subject Matter of resolution</b>	To appoint a Director in place of Shri. M. Sagar Mathews ( DIN-02820429), who retires by rotation, and being eligible, offers himself for re-appointment <i>Financial Year 2013-16.</i>
<b>Type of Resolution</b>	Ordinary

Particulars	Number of Members voting			Number of votes cast by them			Percentage of Total valid Votes Cast
	Remote e-Voting	Physical	Total	Remote e-Voting	Physical	Total	
<b>Total Received</b>	33	38	71	440144668	82506	440227174	
<b>Voted in Favour (i)</b>	28	29	56	440144164	64194	440208358	100.00
<b>Voted against (ii)</b>	5	0	6	504	0	504	0.00
<b>Invalid Vote (iii)</b>	0	9	9	0	18312	18312	





**V Resolution No.5:-**

<b>Agenda No.</b>	<b>5</b>
<b>Subject Matter of resolution</b>	To fix remuneration of the Statutory Auditors for the Financial Year 2015-16.
<b>Type of Resolution</b>	Ordinary

Particulars	Number of Members voting			Number of votes cast by them			Percentage of Total valid Votes Cast
	Remote e-Voting	Physical	Total	Remote e-Voting	Physical	Total	
<b>Total Received</b>	33	38	71	440144668	82506	440227174	
<b>Voted in Favour (i)</b>	28	29	56	440144164	64194	440208358	100.00
<b>Voted against (ii)</b>	5	0	5	504	0	504	0.00
<b>Invalid Vote (iii)</b>	0	9	9	0	18312	18312	





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## VI Resolution No.6

Agenda No.	6
Subject Matter of resolution	To ratify the remuneration of the Cost Auditors for the Financial Year ending 31 <sup>st</sup> March, 2016
Type of Resolution	Ordinary

Particulars	Number of Members voting			Number of votes cast by them			Percentage of Total valid Votes Cast
	Remote e-Voting	Physical	Total	Remote e-Voting	Physical	Total	
Total Received	33	38	71	440144668	82506	440227174	
Voted in Favour (i)	28	29	56	440144164	64194	440208358	100.00
Voted against (ii)	5	0	6	504	0	504	0.00
Invalid Vote (iii)	0	9	9	0	18312	18312	

The Consolidated Results, as per the Scrutiny Report dated 24.09.2016 are as follows:-

S.No.	Particulars	No. of votes in favour	% of votes in favour	No. of votes against	% of votes against (approx.)	No. of invalid votes
1	Resolution No.1 - Ordinary Resolution To receive, consider and adopt the audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2015, and the Reports of the Board and Auditors thereon.	440208358	100.00	504	0.00	18312
2	Resolution No.2 - Ordinary Resolution To declare a dividend for the Financial Year 2014-15.	440208309	100.00	504	0.00	18312

