

## NATIONAL FERTILIZERS LIMITED

CIN.L74899DL1974GOI007417

**Registered Office:** Scope Complex, Core 3, 7 Institutional Area, Lodhi Road, New Delhi 110 003

**Website :** [www.nationalfertilizers.com](http://www.nationalfertilizers.com) **Email ID:** [investor@nfl.co.in](mailto:investor@nfl.co.in)

**Telephone :** 011 – 24360066, 24361252 **Fax:** 011-24361553

### NOTICE OF 41<sup>ST</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 41<sup>st</sup> Annual General Meeting of the Members of National Fertilizers Limited will be held at 10.30 A.M. on Wednesday, the 23<sup>rd</sup> day of September, 2015 at Weight Lifting Hall, Jawaharlal Nehru Stadium, New Delhi, to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements for the year ended 31st March, 2015 and the Reports of the Board and Auditors' thereon.
2. To declare a dividend for the financial year 2014-15.
3. To appoint a director in place of Capt. Pavan Kumar Kaul(DIN 03438497), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a director in place of Shri M. Sagar Mathews (DIN 02820429), who retires by rotation and being eligible, offers himself for reappointment.
5. To fix remuneration of Statutory Auditors for the Financial Year 2015-16 and in this regard to consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013, the Statutory Audit Fee for the financial year 2015-16 be and is hereby fixed at ₹18.75 lakhs plus Service Tax and reimbursement of actual TA and out of pocket expenses to the Auditors as per Company Rules.”

#### SPECIAL BUSINESS

6. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2016 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to M/s. Ravi Sahni & Co., Cost Accountants, M/s. V.P. Gupta & Co., Cost Accountants, ShriJugal Kishore Puri, Cost Accountant and M/s. K.L. Jai Singh & Co., Cost Accountants, who have been appointed by the Board as Cost Auditors of the Company to conduct the audit of the Cost Records of the Company for the financial year ending 31.03.2016 amounting to ₹84,000.00; ₹84,000.00; ₹72,000.00 and ₹72,000.00 respectively and additional fee of ₹25,000.00 payable to M/s. Ravi Sahni & Co. as Lead Cost Auditor, as also payment of TA/DA, Service Tax and out of pocket expenses incurred by the cost auditors during the course of Cost Audit of the Units, as per Company Rules, be and is hereby ratified.”

**“FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### Registered Office:

Scope Complex, Core 3,  
7 Institutional Area, Lodhi Road,  
New Delhi-110003

**Date : 12<sup>th</sup> August, 2015**

#### By Order of the Board of Directors for National Fertilizers Limited

**Raj Kumar**  
Company Secretary  
A-11914

## NOTES

1. Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts in respect of Special Business (Item No.6) is annexed herewith.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself. Such proxy need not be a member of the company. The instrument appointing the proxy should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 17.09.2015 to 23.09.2015 (both days inclusive) for the purpose of AGM and ascertaining the entitlement of dividend.
5. Dividend, if any, approved at the 41<sup>st</sup> Annual General Meeting of the Company will be paid to those shareholders whose names appear:-
  - a. As Beneficial Owner as at the end of the business hours on Wednesday, 16<sup>th</sup> September, 2015 as per the list to be furnished by the Depositories in respect of shares held in Electronic form, and
  - b. As Members in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Registrar and Transfer Agent of the Company on or before, 16<sup>th</sup> September, 2015.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/Depository Participant as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
7. Members holding shares in physical form should notify change in their addresses, if any, to the Registrar & Transfer Agent specifying full address in block letters with PIN CODE of their post offices. Members holding shares in electronic form (demat), should inform the change of address to their depository participant.
8. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
9. Electronic copy of the Notice of the 41<sup>st</sup> Annual General Meeting together with Annual Report for 2014-15 of the Company inter-alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Notice alongwith Annual Report for 2014-15 indicating process and manner of e-voting alongwith attendance slip and proxy form are being sent in the permitted mode.

Members who have not registered their email address so far are requested to register the same for receiving all communications including Annual Report, Notices, Circulars, etc., from the Company in electronic mode with the Company's Registrar and Transfer Agent, M/s. MAS Services Limited ([info@masserv.com](mailto:info@masserv.com)).

Members may also note that Notice of 41<sup>st</sup> Annual General Meeting together with Annual Report for 2014-15 will also be available on the Company's website [www.nationalfertilizers.com](http://www.nationalfertilizers.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office.
10. Members who hold shares in identical names or joint holding in the same order of names are requested to write to the Registrar & Transfer Agent enclosing their share certificates to enable the Company to consolidate their holdings in one Folio.
11. The Company has transferred the unpaid or unclaimed dividends declared upto financial year 2007-08, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central

Government. Company has uploaded the details of unpaid and unclaimed amounts lying with the Company, on the website of the Company ([www.nationalfertilizers.com](http://www.nationalfertilizers.com)) as also on the website of the Ministry of Corporate Affairs.

Members who have not so far encashed the dividend warrant(s) are requested to seek issue of duplicate warrant(s) by writing to the Company or to the Registrar and Transfer Agents, M/s. MAS Services Limited, immediately. Members are requested to note that no claims shall lie against the Company or the said Fund in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first become due for payment and no payment shall be made in respect of any claims. The period to claim unpaid dividend for the financial year 2007-08 expires on 23.10.2015.

14. All documents referred to in the accompanying Notice are open for inspection at the registered office of the Company on all working days between 10.30 am to 12.30 pm prior to Annual General Meeting.
15. Shareholders may kindly note that no gifts/coupons will be distributed at the Annual General Meeting.
16. Shareholders are requested to bring their copy of Annual Report to the meeting.
17. In case Members have any query relating to the Annual Accounts or about the operations of the Company, they may send the same to the Company Secretary at the Registered Office of the Company at least seven days in advance of the Meeting so that the information called for can be made available at the meeting.
18. For the convenience of the shareholders, attendance slip-cum-entry pass is annexed to the Annual Report, Shareholders/Proxy holders/Authorized Representatives are requested to fill and sign at the space at the space provided therein and surrender the same at the venue. Proxy/Authorized Representatives of shareholders should state on their attendance slip-cum-entry pass as 'Proxy' or 'Authorized Representative' as the case may be.
19. Only members carrying the attendance slips or holders of valid proxies registered with the Company will be permitted to attend the meeting. In case of shares held in joint names or shares held under different registered Folios wherein the name of the sole holder/first joint-holder is same, only the first joint-holder/sole holder or any proxy appointed by such holder, as the case may be, will be permitted to attend the meeting.
20. Due to strict security reasons, no eatables, helmet, briefcase or bag, mobile phone, etc. are allowed inside the Auditorium. Persons attending the meeting are, therefore, requested to make their own arrangement for safe custody of such articles.
21. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide members with facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means. The members whose names appear in the Register of Members / List of Beneficial Owners as on 16.09.2015 i.e. the date prior to commencement of Book Closure are entitled to vote on the resolutions set forth in this Notice. The members may cast their vote on electronic voting system from place other than the venue of the meeting (Remote E-voting) as detailed below:-

1. Date and time of commencement of Remote E-voting	20 <sup>th</sup> September, 2015 (9.00 AM)
2. Date and time of ending of Remote E-voting	22 <sup>nd</sup> September, 2015. (5.00 PM)
3. The Remote E-voting shall not be allowed beyond the said date and time. Once the vote on a resolution is cast by a member, such member will not be allowed to change it subsequently.	
4. Website details of the Company / Agency, where the Notice of AGM is displayed	<a href="http://www.nationalfertilizers.com">www.nationalfertilizers.com</a> <a href="http://www.masserv.com">www.masserv.com</a> <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>
5. Website for Remote E-voting	<a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>

The instructions for members for voting electronically are as under:-

- I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):

- a. Open e-mail and open PDF file viz."NFL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com/>.
- c. Click on Shareholder-Login.
- d. Put user ID and password as initial password noted in step (a) above. Click Login.
- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- g. Select "EVEN" of "National Fertilizers Limited".
- h. Now you are ready for remote e-voting as Cast Vote page opens.
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [sachin@companylawworld.com](mailto:sachin@companylawworld.com) with a copy marked to [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in).
- II. In case of Members receiving Physical copy of Notice of 41<sup>st</sup> Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)
  - a. Initial password is provided in the box overleaf.
  - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nSDL.com](http://www.evoting.nSDL.com) or call on toll free no.: 1800-222-990.
- B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 16.09.2015.
- E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 16.09.2015, may also obtain the login ID and password by sending a request at [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in) or [info@masserv.com](mailto:info@masserv.com).  
 However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com) or contact NSDL at the following toll free no.: 1800-222-990.
- F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- H. Shri Sachin Agarwal, Practicing Company Secretary of M/s. Agarwal S. & Associates (CP No.5910), Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- K. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.nationalfertilizers.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE/NSE.

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**Date : 12<sup>th</sup> August, 2015**

**By Order of the Board of Directors**

**Raj Kumar**  
Company Secretary  
A-11914

**ANNEXURE TO THE NOTICE : STATEMENT PURSUANT  
TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No.6**

Pursuant to the recommendation of the Audit Committee, the Board of Directors had at its meeting held on 04.07.2015 approved the appointment and remuneration of Cost Auditors to conduct the audit of the Cost Records of the Company for the financial year ending 31.03.2016 as per the following details:-

S.No.	Unit	Name of Cost Auditor	Audit Fee (₹)
1.	Nangal	M/s. Ravi Sahni & Co.(4th year)	84000.00
2.	Vijaipur-I & II	M/s. V.P. Gupta & Co (4th year)	84000.00
3.	Panipat	M/s Jugal Kishore Puri (2nd year)	72000.00
3.	Bathinda	M/s KL Jai Singh & Co (2nd year)	72000.00

M/s. Ravi Sahni & Co., who has been appointed Lead Cost Auditor shall be paid an additional fee of ₹25,000/- towards consolidation of Cost Audit Reports and certification of the Compliance Report in addition to above fee. TA/DA, Service Tax and out of pocket expenses incurred by the Auditors during the course of the audit of the Units will be paid as per Company Rules.

In accordance with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, requires ratification by the shareholders and hence, this resolution is put for consideration of the shareholders of the Company.

Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item No.6 of the Notice for ratification of the remuneration payable to the cost auditors for the financial year ending 31.03.2016.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.6 of the Notice for approval of the shareholders.

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**Date : 12<sup>th</sup> August, 2015**

**By Order of the Board of Directors**

**Raj Kumar**  
Company Secretary  
A-11914

# Route Map - Venue of 41<sup>st</sup> Annual General Meeting



## NATIONAL FERTILIZERS LIMITED

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CIN.L74899DL1974GOI007417

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### PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		E-Mail ID:	
Registered Address:		Folio No./* DP & Client Id.	

I/We, being the members(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

(1) Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-Mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or falling him/her;

(2) Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-Mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or falling him/her;

(3) Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-Mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41<sup>st</sup> Annual General Meeting of the Company to be held on Wednesday 23<sup>rd</sup> September, 2015 at 10.30 AM at Weight Lifting Hall, Jawaharlal Nehru Stadium, Lodhi Road, New Delhi-110003 and at any adjournment thereof in respect of such resolutions as are indicated below:-

S.No.	Ordinary Business	**For	**Against
1.	To receive, consider and adopt the audited Financial Statements for the year ended 31 <sup>st</sup> March, 2015 and Reports of the Board and Auditors' thereon.		
2.	To declare a dividend.		
3.	To appoint a Director in place of Capt. Pavan Kumar Kaul (DIN 03438497), who retires by rotation and being eligible, offers himself for reappointment.		
4.	To appoint a Director in place of Shri M. Sagar Mathews (DIN 02820429), who retires by rotation and being eligible, offers himself for reappointment.		
5.	To approve remuneration of the Statutory Auditors for the financial year 2015-16.		
	<b>SPECIAL BUSINESS</b>		
6.	To ratify the remuneration of Cost Auditors for the financial year ending 31 <sup>st</sup> March, 2016.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

Signature of the Shareholder

\_\_\_\_\_  
Signature of first Proxy holder      Signature of first Proxy holder      Signature of first Proxy holder

Affix Revenue Stamp
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\*Applicable for investors holding shares in electronic form.

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

2. A Proxy need not be a member of the Company.
3. For resolution, Statement pursuant to Section 102 of the Companies Act, 2013 and Notes, please refer to the Notice of 41st Annual General Meeting.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. \*\*This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



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### ATTENDANCE SLIP

**Please fill attendance slip and hand it over at the entrance of the meeting hall.**

Name of Shareholders(s) \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_

DP ID No.	
Client ID No.	

Regd. Folio No.	
No. of Share(s) held	

**I/We hereby record my/our presence at the 41<sup>st</sup> Annual General Meeting of the Company held on Wednesday, 23<sup>rd</sup> September, 2015 at 10.30 A.M. at Weight Lifting Hall, Jawaharlal Nehru Stadium, New Delhi-110003**

Signature of Member(s)/Proxy

**Note:**

1. Please bring your copy of Annual Report to the meeting.
2. Due to strict security reasons, no eatables, helmets, briefcase, etc are allowed inside the Auditorium. Persons attending the meeting are, therefore, requested to make their own arrangement for safe custody of such articles.
3. No gifts/coupons will be distributed at the meeting.