

NATIONAL FERTILIZERS LIMITED

CIN: L74899DL1974GOI007417

Registered Office: Scope Complex, Core-III, 7 Institutional Area, Lodhi Road, New Delhi 110 003.

Website: www.nationalfertilizers.com

Email ID: investor@nfl.co.in

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

NOTICE OF 44th ANNUAL GENERAL MEETING

Notice is hereby given that the 44th Annual General Meeting of the Members of National Fertilizers Limited will be held on Thursday, the 27th day of September, 2018 at 2.30 PM at Joseph Stein Auditorium, India Habitat Centre, Lodhi Road, New Delhi – 110003 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended March 31st 2018, 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.
2. To appoint a director in place of Shri Rajiv Kumar Chandio (DIN 05146544), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Smt. Meenakshi Gupta (DIN 07686646), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.
4. To fix remuneration of Statutory Auditors for the Financial Year 2018-19 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 2018-19 be and is hereby fixed at ₹ 25.00 Lakh plus GST and reimbursement of actual TA and out of pocket expenses to the Auditors as per Company Rules.”

SPECIAL BUSINESS

5. To ratify the remuneration of the Cost Auditors for the financial year ending March 31st 2019, and in this regard to consider and if thought fit, to pass, with or without modification(s), following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provision of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014 (including any statutory modification or re-enactment thereof), the remuneration payable to Cost Auditors M/s. K.G. Goyal & Associates, M/s. K. L. Jaisingh & Co., M/s. Ravi Sahni & Co., M/s. Musib & Co. and M/s. K. L. Jaisingh & Co., 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 31.03.2019 amounting to ₹ 50,000/-, ₹ 25,000/-, ₹ 25,000/-, ₹ 25,000/- respectively and additional fee of ₹ 15,000/- payable to M/s. K. L. Jaisingh & Co. as lead Cost Auditor, as also payment of TA/DA, GST and out of pocket expenses incurred by the Cost Auditors during the course of Cost Audit of the Units, as per the Company Rules, be and is hereby ratified.

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

Registered Office:

Scope Complex, Core-III,
7, Institutional Area,
Lodhi Road, New Delhi 110 003.

Date: 3rd August, 2018

By Order of the Board of Directors
For National Fertilizers Limited

Raj Kumar
Company Secretary
A-11914

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts in respect of Special Business (Item No. 5) is annexed hereto. The relevant details as required under Regulations 36 (3) of SEBI (LODR) Regulations, 2015, of the persons seeking appointment / re-appointment as directors under Item no. 2 and 3 are also annexed.
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 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. Attendance Slip, proxy form and route map of venue of Annual General Meeting are available separately in the notice.
4. 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.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 21.09.2018 to 27.09.2018 (both days inclusive).
6. Board has not recommend dividend for the financial year 2017-18, considering the capex requirements of the company.
7. 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 (M/s. MAS Services Limited, T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020, e-mail ID: info@masserv.com).
8. 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 code of their post offices. Members holding shares in electronic form (demat), should inform the change of address to their depository participant.
9. 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.
10. Electronic copy of the Notice of the 44th Annual General Meeting together with Annual Report for 2017-18 of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(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 2017-18 indicating process and manner of e-voting along with attendance slip and proxy form are being sent in the permitted mode.

Members may also note that Notice of 44th Annual General Meeting together with Annual Report for 2017-18 are also available on the Company's website www.nationalfertilizers.com for their download. The physical copies of the aforesaid documents are also be available at the Company's Registered Office.

11. 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.
12. **Unpaid/Unclaimed Dividend :**

The Company has transferred the unpaid or unclaimed dividends declared upto financial year 2009-10, 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 dividend lying with the Company, as on 27.09.2017 (date of previous AGM) on the website of the Company (www.nationalfertilizers.com) as also available on the website of the IEPF Authority and the same can be accessed through the link <http://www.iepf.gov.in>.

Members, who have not so far encashed or not received the dividend, are requested to seek issue of duplicate warrant(s) by writing 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 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. Due date for transfer of unclaimed dividend to IEPF for the financial year 2010-11 is 19.10.2018.

Transfer of shares to IEPF

The Members may kindly note that pursuant to the provisions of Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules"), all shares in respect of which dividend has remained unclaimed/unpaid for seven consecutive years or more shall be transferred by the Company in favour of IEPF.

In pursuance of the IEPF Rules, the Company has communicated individually to the concerned shareholders whose shares are liable to be transferred to IEPF. The Company has also uploaded full details of such shareholders and shares due for transfer to IEPF on its website at www.nationalfertilizers.com under the section "Investors Desk".

13. **Members holding shares in physical mode:**

- (i) are required to submit their Permanent Account Number (PAN) and bank account details to the RTA/Company, if not registered with the Company as mandated by SEBI vide their circular dated 20th April, 2018.
- (ii) are advised to register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is uploaded on the Company's website and can be accessed at link: <http://www.nationalfertilizers.com>.

(iii) are requested to register/update their e-mail address for receiving all communications from the Company electronically. Members are requested to send the required information along with relevant documents to the RTA.

14. Members holding shares in electronic mode:

- (i) are requested to submit their PAN and Bank account details to their respective DPs with whom they are maintaining their demat accounts as mandated by SEBI vide their circular dated 20th April, 2018.
- (ii) are advised to contact their respective DPs for registering the nominations.
- (iii) are requested to register/update their e-mail address with their respective DPs for receiving all communications from the Company electronically.

Separate communication has already been sent to all the members by the RTA who have not registered their PAN/Bank Account details.

15. In accordance with the amendments to Regulation 40 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, to be made effective from 5th December, 2018, Securities and Exchange Board of India has revised the provisions relating to transfer of listed securities and decided that except for transmission and transposition cases, requests for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a depository. The measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, convenience and safety in transactions for investors.

In view of the above, members holding shares in physical form are requested to convert their shares to dematerialized form to eliminate all associated risks.

16. Pursuant to Section 143(5) of the Act, the Auditors of a Government Company have been appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) and in terms of sub-section (1) of Section 142 of the Act, their remuneration has to be fixed by the Company in the meeting or in such manner as the Company in General Meeting may determine. Accordingly, resolution at Agenda Item No. 4 under the head of "Ordinary Business" has been proposed.

17. Dispatch of documents through electronic mode / Registration of E-mail addresses

In pursuance of the provisions of the Companies Act, 2013 and the Rules made thereunder, the Company proposes to send documents like notice of general meeting, annual report, etc. to the shareholders through electronic mode. The members who have not registered their e-mail address so far, are requested to register their email address (or change therein, if any) with their Depository Participants (where the shares are held in dematerialized form) or Company's Registrar and Share Transfer Agent (where the shares are held in physical form) by submitting the E-communication Registration Form attached herewith.

18. 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 03.30 pm prior to Annual General Meeting.

19. Shareholders may kindly note that no gifts/refreshment boxes/coupons will be distributed at the Annual General Meeting.

20. Shareholders are requested to bring their copy of Annual Report to the meeting.

21. In case Members have any query relating to the Financial Statements 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.

22. For the convenience of the shareholders, attendance slip-cum-entry pass is annexed, Shareholders/Proxy holders/Authorized Representatives are requested to fill and sign 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.

23. 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.

24. Due to strict security reasons, no eatables, helmet, briefcase or bag, mobile phone, etc. will be allowed inside the Auditorium. Persons attending the meeting are, therefore, requested to make their own arrangement for safe custody of such articles.

25. E-voting in compliance with provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, 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 20.09.2018 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	24 th September, 2018 (9.00 AM)
2.	Date and time of ending of Remote E-voting	26 th September, 2018 (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	www.nationalfertilizers.com www.evoting.nsdl.com
5.	Website for Remote E-voting	https://www.evoting.nsdl.com

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.nsd.com/> either on a Personal Computer or on a mobile.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (a) above. Click Login.
 1. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

2. Your password details are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
3. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) Physical User Reset Password" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
4. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
5. Now, you will have to click on "Login" button.
6. After you click on the "Login" button, Home page of e-Voting will open.
- e. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsd.com to reset the password.
- f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- g. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

- h. Select “EVEN” of “National Fertilizers Limited”.
 - i. Now you are ready for remote e-voting as Cast Vote page opens.
 - j. Cast your vote by selecting appropriate option i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 - k. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - l. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - m. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - n. 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 with a copy marked to evoting@nsdl.co.in.
- II. In case of Members receiving Physical copy of Notice of 44th 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 or call on toll free No.: 1800-222-990 or send a request at evoting@nsdl.co.in
- B. 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).
- C. 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 20.09.2018.
- D. 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. 20.09.2018, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or 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 or contact NSDL at the following toll free no.: 1800-222-990.
- E. 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.
- F. 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.
- G. Shri Sachin Agarwal, Practicing Company Secretary of M/s. Agarwal S. & Associates (CP No. 5910), Company Secretaries has been appointed as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner
- H. 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.
- I. 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.
- J. 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.

Registered Office:

Scope Complex, Core -III,
7, Institutional Area, Lodhi Road, New Delhi 110 003.

Date: 3rd August, 2018

**By Order of the Board of Directors
For National Fertilizers Limited**

**Raj Kumar
Company Secretary
A-11914**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5 : To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2019

Pursuant to the recommendation of the Audit Committee, Board of Directors in its meeting held on 06.07.2018 have approved the appointment of Cost Auditors and fixed their remuneration to conduct Audit of records of the Company for the financial year 2018-19 as per the following details:-

Unit	Name of the Firm for Cost Audit	Fees (₹) (Excluding GST)
Vijaipur-I&II	M/s. K.G. Goyal & Associates	50000/-
Nangal	M/s. K. L. Jaisingh & Co.	25000/-
Bathinda	M/s. Ravi Sahni & Co.	25000/-
Panipat	M/s. Musib & Co.	25000/-
Consolidation of Cost Audit reports of all Units	M/s. K. L. Jaisingh & Co.	15000/-

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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 2018-19.

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.5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the shareholders.

Registered Office:

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Date: 3rd August, 2018

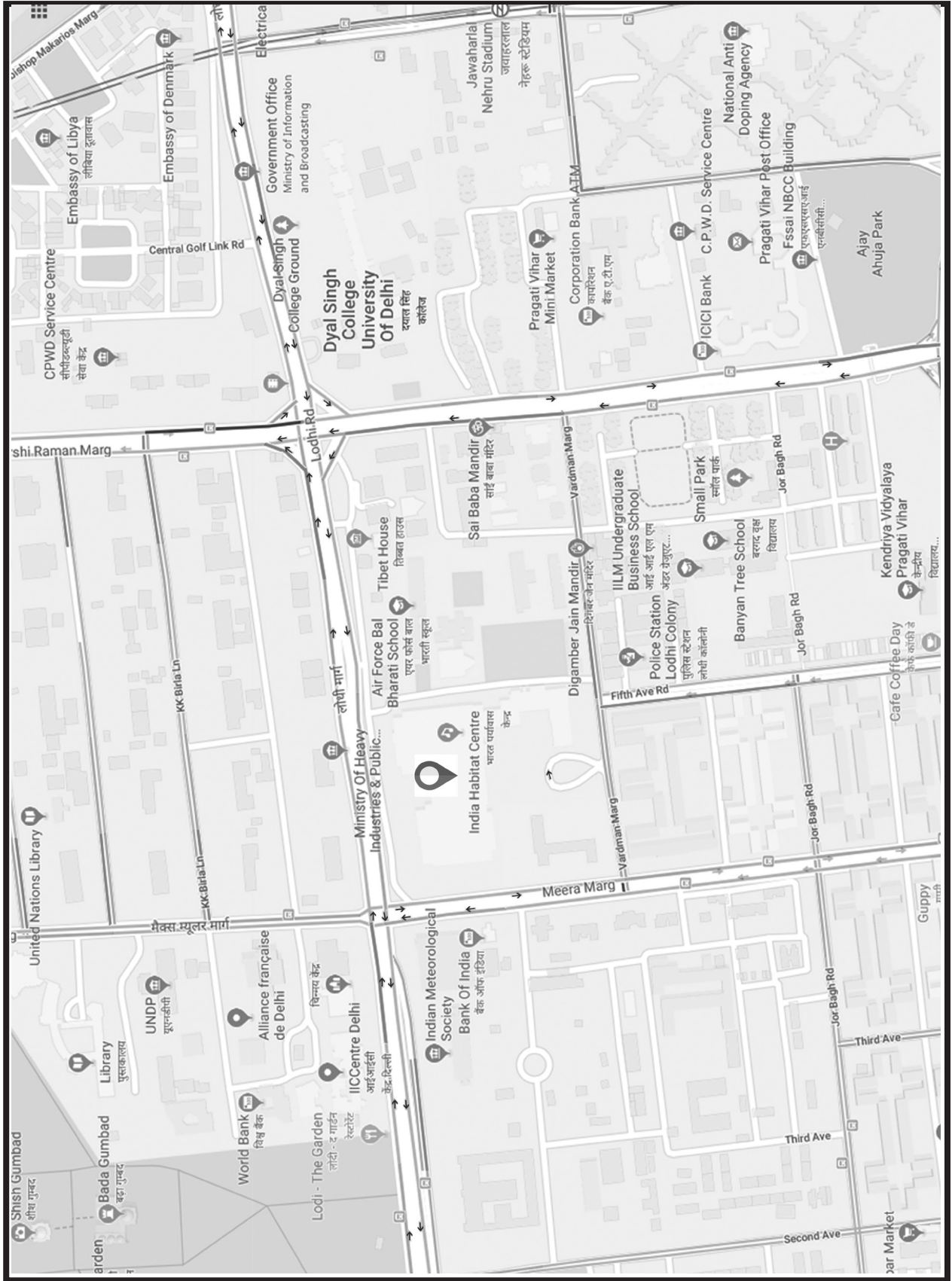
**By Order of the Board of Directors
For National Fertilizers Limited**

**Raj Kumar
Company Secretary
A-11914**

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

Name	Shri Rajiv Kumar ChandioK (DIN: 05146544)	Smt. Meenakshi Gupta (DIN: 07686646)
Date of Birth & Age	02.06.1959, (59 years)	27.11.1960, (57 years)
Date of Appointment	10.02.2015	11.01.2017
Qualification	A Chartered Accountant by profession	M.A. (Economics) and M.Sc. (Development Studies)
Terms & Conditions of appointment	Appointed as a Director (Finance) by President of India through DoF, Ministry of Chemicals & Fertilizers.	Appointed as Part-time Official Director by President of India through Ministry of Chemicals & Fertilizers.
Expertise in specific functional area	<p>Shri ChandioK embodies an extensive experience spanning over 22 years in the Power Sector. Prior to PFC, he also worked with National Hydro Electric Power Corporation Limited (NHPC). During his stint at PFC, Shri ChandioK gained experience in multiple departments like Project Appraisal, Fund Raising, Marketing, Business Development and finally handled complete profile of Finance Division. He remained instrumental in drafting innovative schemes in PFC like funding of private sector in generation business. He also successfully handled maiden Initial Public Offer (IPO) of PFC, which gave him complete insight into the risk and returns of the business.</p> <p>The expertise of Shri ChandioK in Project Appraisal Techniques is well recognized not only in industry but also by the management and professional organization like PMI, ASCI, IIFT, CII, FICCI. He has attended various professional programmes in India and abroad particularly on Project Financing & Risk Analyses and Leadership. Shri ChandioK is also Director on the Board of Ramagundam Fertilizers and Chemicals Limited. He has also been entrusted with additional charge of the post of Director (Mktg.) w.e.f. 24.07.2018.</p>	Smt Gupta is MA (Economics) from Delhi School of Economics and also holds Master of Science (Development Studies) from University of Bath, UK. She is also a Certified Fraud Examiner and Certified Internal Auditor. Smt Gupta joined Indian Audit & Accounts Service in 1984 and has served in various offices in North East, UP and Delhi. She was Assistant CAG and Director General in the Office of CAG of India. She also has trained officers in Bhutan and Indonesia and audited United Nations and various Indian Embassies abroad.
Number of Meetings of the Board held during the year and number of Board Meetings attended	8/8	6/8
Relationship with any other Director, Manager and other KMP of the Company	-	-
Directorship held in other Companies	Ramagundam Fertilizers and Chemicals Limited	Madras Fertilizers Limited Hindustan Organic Chemicals Limited Indian Potash Limited
Memberships/Chairmanship of Committees in other Companies	-	-
No. of Shares Held	1000	-

Route Map - Venue of 44th Annual General Meeting





NATIONAL FERTILIZERS LIMITED

CIN: L74899DL1974GOI007417

Registered Office: Scope Complex, Core-III, 7 Institutional Area, Lodhi Road, New Delhi – 110 003.

Website: www.nationalfertilizers.com Email: investor@nfl.co.in

Tel: 011-24360066, 24361252 Fax: 011-24361553

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 44th Annual General Meeting of the Company to be held on **Thursday, 27th September, 2018 at 02.30 PM** at Joseph Stein Auditorium, India Habitat Centre, Lodhi Road, New Delhi – 110003 and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution No.	Description	**For	**Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended March, 31 st 2018, 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.		
2.	To appoint Shri Rajiv Kumar Chandiok (DIN 05146544), as Director (Finance).		
3.	To appoint Smt. Meenakshi Gupta (DIN 07686646), as Director.		
4.	To fix remuneration of Statutory Auditors for the Financial Year 2018-19.		
Special Business			
5.	To ratify the remuneration of the Cost Auditors for the financial year ending March, 31 st 2019.		

Signed this _____ day of _____ 2018.

Signature of the Shareholder

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

Affix
Revenue
Stamp

Cut the Revenue Stamp

Note : Please read instructions given overleaf carefully.

***Instruction for Shareholders.**

1. **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 Resolutions, Statement pursuant to Section 102 of the Companies Act, 2013 and Notes, please refer to the Notice of 44th 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. This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
7. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
8. 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.
9. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

Notes

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NATIONAL FERTILIZERS LIMITED

CIN.L74899DL1974GOI007417

Registered Office: Scope Complex, Core-III, 7 Institutional Area, Lodhi Road, New Delhi – 110 003.

Website: www.nationalfertilizers.com Email: investor@nfl.co.in

Tel: 011-24360066, 24361252 Fax: 011-24361553

E-COMMUNICATION REGISTRATION FORM

Folio No. (FOR PHYSICAL SHARES) : _____
Name of 1st Registered Holder : _____
Name(s) of Joint holder(s) : _____
Registered Address : _____
E-mail ID (to be registered) : _____
Phone No./Mobile No. : _____

I/We, shareholders(s) of National Fertilizers Limited agree to receive communication from the Company in electronic mode. Please register my/our above e-mail in your records for sending communication through email.

Signature of Shareholders: 1. _____ 2. _____ 3. _____

(as appearing in the Company's records)

Date: _____

Notes:

1. Shareholders(s) is/are requested to keep the Company informed as and when there is any change in the email address.
2. In case, shares are held in electronic form, kindly register your email particulars with your Depository Participant.

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ATTENDANCE SLIP

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

I/We hereby record my/our presence at the 44th Annual General Meeting of the Company held on Thursday, 27th September, 2018 at 02.30 PM at Joseph Stein Auditorium, India Habitat Centre, Lodhi Road, New Delhi – 110003.

Name of Shareholders(s) _____

Name of Proxy(s) _____

Address _____

DP ID No.	
Client ID No.	

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

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.
3. Persons attending the meeting are, therefore, requested to make their own arrangement for safe custody of such articles.
4. **No gifts/ refreshment boxes/ coupons will be distributed at the meeting.**

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