

NATIONAL FERTILIZERS LIMITED

CIN.L74899DL1974GOI007417

Registered Office: Scope Complex, Core 3, 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 43rd ANNUAL GENERAL MEETING

Notice is hereby given that the 43rd Annual General Meeting of the Members of National Fertilizers Limited will be held at 10:30 A.M. on Wednesday, the 27th day of September, 2017 at NCUI Auditorium & Convention Centre, 3, Siri Institutional Area, August Kranti Marg, New Delhi-110016 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 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.
2. To appoint a director in place of Shri Dharam Pal (DIN 02354549), who retires by rotation and being eligible, offers himself for re-appointment.
3. To fix remuneration of Statutory Auditors for the Financial Year 2017-18 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 2017-18 be and is hereby fixed at ₹ 22.50 Lakhs plus GST and reimbursement of actual TA and out of pocket expenses to the Auditors as per Company Rules.”

SPECIAL BUSINESS

4. To appoint Ms. Meenakshi Gupta (DIN 07686646), as Director 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 152, 161 and all other applicable provisions of the Companies Act, 2013, Ms. Meenakshi Gupta (DIN 07686646) who was appointed as an Additional Director and holds Office up to the date of 43rd Annual General Meeting and in respect of whom the Company has received a notice in writing u/s 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

5. To appoint Shri Devinder Singh Ahuja (DIN 07687173), as Director (Technical) 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 152, 161 and all other applicable provisions of the Companies Act, 2013, Shri Devinder Singh Ahuja (DIN 07687173) who was appointed as an Additional Director and holds office upto the date of 43rd Annual General Meeting and in respect of whom the Company has received a notice in writing u/s 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director, be and is hereby appointed as Director (Technical) of the Company liable to retire by rotation.”

6. To appoint Shri Anil Verma, (DIN02544789), as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolutions as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and all other applicable provisions of the Companies Act, 2013, Shri Anil Verma (DIN02544789) who was appointed as an Additional Director and holds Office upto the date of 43rd Annual General Meeting and in respect of whom the Company has received a notice in writing u/s 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office upto 01st February, 2020” and shall not be liable to retire by rotation.

7. To appoint Dr. Ramesh Kumar Agarwal, (DIN 00601353), as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolutions as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and all other applicable provisions of the Companies Act, 2013, Dr. Ramesh Kumar Agarwal, (DIN 00601353), who was appointed as an Additional Director and holds Office upto the date of 43rd Annual General Meeting and in respect of whom the Company has received a notice in writing u/s 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office upto 01st February, 2020” and shall not be liable to retire by rotation.

8. To appoint Dr. Kalpana Saini, (DIN 07820260), as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolutions as an Ordinary Resolution:-

RESOLVED THAT pursuant to the provisions of Section 152, 161 and all other applicable provisions of the Companies Act, 2013, Dr. Kalpana Saini, (DIN 07820260), who was appointed as an Additional Director and holds Office upto the date of 43rd Annual General Meeting and in respect of whom the Company has received a notice in writing u/s 160 of the Companies Act, 2013, from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office upto 24th April, 2020 and shall not be liable to retire by rotation.”

9. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2018 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 provisions 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-enhancement thereof), the remuneration payable to Cost Auditors’ M/s. K.G. Goyal & Associates, M/s. K.L. Jaisingh & Co. M/s. Subhadra Dutta & Associates, & M/s. Ravi Sahni & 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 31.03.2018 amounting to ₹ 40,000; ₹ 20,000; ₹ 20,000; ₹ 20,000 respectively and additional fee of ₹15,000 payable to M/s. Ravi Sahni & 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 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 110 003.

Date: 10th August, 2017

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.4,5,6,7,8,& 9) is annexed hereto. The relevant details as required under Regulations 36 (3) of SEBI (LODR) Regulations, 2015, of the person seeking appointment / re-appointment as director under item no. 2 and 4 to 8 of the Notice, 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. 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 21.09.2017 to 27.09.2017 (both days inclusive) for the purpose of AGM.
5. Board has not recommended payment of dividend for the financial year 2016-17, considering the capex requirements of the Company.
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 [M/s. MAS Services Limited].
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 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 43rd Annual General Meeting together with Annual Report for 2016-17 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 2016-17 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 43rd Annual General Meeting together with Annual Report for 2016-17 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.

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. **Unpaid/Unclaimed Dividend :**

The Company has transferred the unpaid or unclaimed dividends declared upto financial year 2008-09, 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) 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 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 2009-10 is 16.10.2017.

12. 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. 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.

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/refreshment boxes/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 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.

18. 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.

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 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 20.09.2017 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, 2017 (9.00 AM)
2.	Date and time of ending of Remote E-voting	26 th September, 2017 (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.masserv.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.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 with a copy marked to evoting@nsdl.co.in.
- II. In case of Members receiving Physical copy of Notice of 43rd 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.
 - 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 20.09.2017.
 - 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. 20.09.2017, 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.
 - 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 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.

Registered Office:

Scope Complex, Core 3, 7 Institutional Area,
Lodhi Road, New Delhi 110 003.

Date: 10th August, 2017

By Order of the Board of Directors

Raj Kumar
Company Secretary
A-11914

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

Item No. 4 : Appointment of Ms. Meenakshi Gupta (DIN 07686646) as Director

Ms. Meenakshi Gupta (DIN 07686646), aged about 56 years, was appointed as non-Executive Additional Director on 11th January, 2017 and shall be holding office till the Annual General Meeting. She is presently holding the position of Additional Secretary and Financial advisor, Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India.

Ms. Gupta is an 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.

Ms. 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. She has vast administrative experience.

Notice has been received under Section 160 of Companies Act, 2013, proposing the candidature of Ms. Meenakshi Gupta as Non-executive Director. She will be liable to retire by rotation.

Ms. Meenakshi Gupta is not disqualified from being appointed as a Director in terms of 164 of Companies Act, 2013 and has given her consent to act as a Director. Brief resume of Ms. Meenakshi Gupta, nature of her expertise are provided in the Directors' Profile annexed to Corporate Governance Report forming part of the Annual Report.

The Board of Directors is of the opinion that Ms. Meenakshi Gupta fulfills the conditions of her appointment as Director of the Company. Keeping in view her vast experience and knowledge, it will be in the interest of the Company to appoint Ms. Meenakshi Gupta as Director of the Company.

Save and except Ms. Meenakshi Gupta and her relatives, to the extent of their shareholding, interest, if any, in the Company, none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval of the shareholders.

Item No. 5 : Appointment of Shri Devinder Singh Ahuja (DIN 07687173) as Director Technical

Shri Devinder Singh Ahuja (DIN 07687173), aged about 57 years was appointed as Director Technical on 6th February, 2017 and shall be holding office till the Annual General Meeting. Shri Ahuja is B.Sc. (Chemical) with Hons. and also holds Post Graduate Diploma in Project Management. He has worked across entire spectrum of a project cycle starting from concept development to front end engineering, asset construction, commissioning, operation, etc. He has 36 years long experience spanning across production, technical services and other departments at different Units of NFL. He has been responsible for commissioning of Ammonia plants in India and abroad and implementing various retrofits and energy saving schemes flawlessly. Shri Ahuja is also Director of Ramagundam Fertilizers and Chemicals Limited, a JV Company of NFL.

Shri Ahuja is also Member of Audit Committee, Stakeholder Relationship Committee and Committee on Corporate Social Responsibility & Sustainable Development of the Company.

Notice has been received under Section 160 of Companies Act, 2013 proposing the candidature of Shri Devinder Singh Ahuja Director Technical. He will be liable to retire by rotation.

Shri Devinder Singh Ahuja is not disqualified from being appointed as a Director in terms of 164 of Companies Act, 2013 and has given his consent to act as a Director. Brief resume of Shri Ahuja, nature of his expertise are provided in the Directors' Profile annexed to Corporate Governance Report forming part of the Annual Report.

The Board of Directors is of the opinion that of Shri Devinder Singh Ahuja fulfills the conditions of his appointment as Director (Technical). Keeping in view her vast experience and knowledge, it will be in the interest of the Company to appoint Shri Ahuja as Director (Technical).

Save and except Shri Devinder Singh Ahuja and his relatives, to the extent of their shareholding, interest, if any, in the Company, none of the Directors / Key Managerial Personnel of the Company / their relatives are 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.

Item No. 6 : Appointment of Shri Anil Verma (DIN02544789) as an Independent Director

Shri Anil Verma, (DIN02544789), aged about 52 years was appointed as Part time Non Official Independent Additional Director of National Fertilizers Limited (NFL) on 14.02.2017 and shall be holding office till the Annual General Meeting.

CA Anil Verma is a Member of Institute of Chartered Accountants of India and has been a Practicing Chartered Accountant since 1990. His area of practice include Auditing, Taxation and Finance. Looking to his contribution to the Profession, he was nominated as Co-opted Member of Committee of Government Accounting by Institute of Chartered Accountants of India during 2009-10. He is working with many Social Organizations, Trusts and Educational Institutions. Shri Verma is also a Professional speaker and has been delivering lectures on various topics of Profession and Social issues. He is a Member of Advisory Board of Mewar University, Chittorgarh. He is also a Member of Institutional Animal Ethics Committee (IAEC) related to the Department of Pharmaceutical Sciences, Faculty of Ayurved and Medical Sciences, Gurukul Kangri University, Haridwar. Shri Verma is also Member of Advisory Board of Patanjali Research Foundation Trust.

He is also the Chairperson of Audit Committee and Stakeholders Relationship Committee and a Member of Nomination & Remuneration Committee of NFL.

Notice has been received under Section 160 of Companies Act, 2013 proposing the candidature of Shri Anil Verma as an Independent Director. He will not be liable to retire by rotation.

Shri Verma is not disqualified from being appointed as a Director in terms of 164 of Companies Act, 2013 and has given his consent to act as a Director. Company has received a declaration Shri Verma from that he meets with the criteria of independence as prescribed under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Brief resume of Shri Anil Verma, nature of her expertise are provided in the Directors' Profile annexed to Corporate Governance Report forming part of the Annual Report.

The Board of Directors is of the opinion that Shri Anil Verma fulfills the conditions of his appointment as Independent Director. Keeping in view his vast experience and knowledge, it will be in the interest of the Company to appoint Shri Anil Verma as an Independent Director.

Save and except Shri Anil Verma and his relatives, to the extent of their shareholding, interest, if any, in the Company, none of the Directors / Key Managerial Personnel of the Company / their relatives are 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.

Item No. 7 : Appointment of Dr. Ramesh Kumar Agarwal (DIN 00601353) as an Independent Director

Dr. Ramesh Kumar Agarwal, (DIN 00601353), aged about 58 years was appointed as Non-executive Independent Additional Director on 14th February, 2017 and shall be holding office till the Annual General Meeting. By Profession he is a Eye Specialist. He is actively involved in Social Welfare Activities in the field of Medical.

Dr. Ramesh Kumar Agarwal is also the Chairperson of Nomination and Remuneration Committee and Member of Corporate Social Responsibility and Sustainable Development (CSR & SD) Committee and Audit Committee of NFL.

Notice has been received under Section 160 of Companies Act, 2013 proposing the candidature of Dr. Ramesh Kumar Agarwal as an Independent Director. He will not be liable to retire by rotation.

Dr. Ramesh Kumar Agarwal is not disqualified from being appointed as a Director in terms of 164 of Companies Act, 2013 and has given her consent to act as a Director. Company has received a declaration from Dr. Ramesh Kumar Agarwal that he meets with the criteria of independence as prescribed under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Brief resume of Dr. Ramesh Kumar Agarwal, nature of his expertise are also provided in the Directors' Profile annexed to Corporate Governance Report forming part of the Annual Report.

The Board of Directors is of the opinion that Dr. Ramesh Kumar Agarwal fulfills the conditions of his appointment as Independent Director. Keeping in view his vast experience and knowledge, it will be in the interest of the Company to appoint Dr. Ramesh Kumar Agarwal as an Independent Director.

Save and except Dr. Ramesh Kumar Agarwal and his relatives, to the extent of their shareholding, interest, if any, in the Company, none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.7 of the Notice for approval of the shareholders.

Item No. 8 : Appointment of Dr. Kalpana Saini (DIN 07820260) as an Independent Director

Dr. Kalpana Saini, (DIN 07820260), as an independent director. aged about 58 years was appointed as Non-executive Independent Additional Director on 18th May, 2017 and shall be holding office till the Annual General Meeting. She holds a Ph.D degree and active in the field of education and Social activities. Dr. Saini is also a Member of Audit Committee of NFL.

Notice has been received under Section 160 of Companies Act, 2013 proposing the candidature of Dr. Kalpana Saini as an Independent Director. She will not be liable to retire by rotation.

Dr. Kalpana Saini is not disqualified from being appointed as a Director in terms of 164 of Companies Act, 2013 and has given her consent to act as a Director. Company has received a declaration from Dr.Kalpana Saini that she meets with the criteria of independence as prescribed under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Brief resume of Dr. Kalpana Saini, nature of her expertise are also provided in the Directors' Profile annexed to Corporate Governance Report forming part of the Annual Report.

The Board of Directors is of the opinion that Dr. Kalpana Saini fulfills the conditions of her appointment as Independent Director. Keeping in view her vast experience and knowledge, it will be in the interest of the Company to appoint Dr. Kalpana Saini as an Independent Director.

Save and except Dr. Kalpana Saini and her relatives, to the extent of their shareholding, interest, if any, in the Company, none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.8 of the Notice for approval of the shareholders.

Item No. 9 : To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2018

Pursuant to the recommendation of the Audit Committee, Board of Directors in its meeting held on 11.07.2017 have approved the appointment of Cost Auditors and their remuneration to conduct Audit of Cost details of the Company for the financial year 2017-18 as per the following details:-

Unit	Name of Cost Auditor	Fees (₹)
Excluding GST		
Vijaipur I&II	M/s K.G. Goyal& Associates.	40000/-
Nangal	M/s K. L. Jaisingh& Co.	20000/-
Bathinda	M/s SubhadraDutta& Associates	20000/-
Panipat	M/s Ravi Sahni& Co.	20000/-
Consolidation of Cost Audit reports of all Units	M/s Ravi Sahni& 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.9 of the Notice for ratification of the remuneration payable to the cost auditors for the financial year ending 2017-18.

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.9 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.9 of the Notice for approval of the shareholders.

Registered Office:

Scope Complex, Core 3, 7 Institutional Area,
Lodhi Road, New Delhi 110 003.

Date: 10th August, 2017

By Order of the Board of Directors

Raj Kumar
Company Secretary
A-11914

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

Name	Shri Dharam Pal (DIN 02354549)	Ms. Meenakshi Gupta (DIN 07686646)	Shri Devinder Singh Ahuja (DIN 07687173)	Shri Anil Verma (DIN 02544789)	Dr. Ramesh Kumar Agarwal (DIN 00601353)	Dr. Kalpana Saini (DIN 07820260)
Date of Birth & Age	25.10.1963, 54 years	27.11.1960, 57 years	18.03.1960, 57 years	25.03.1965, 52 years	13.05.1959, 58 years	01.10.1959, 58 years
Date of Appointment	09.02.2016	11.01.2017	06.02.2017	14.02.2017	14.02.2017	18.05.2017
Qualification	B.E. (Electronics & Telecommunications), Master of Technology (Computer Controls & Instrumentation), PG Diploma in Mass Communication.	M.A. (Economics) and M.Sc. (Development Studies)	B.Sc. (Chemical) with Hons. and holds post graduate Diploma in Project Management.	Chartered Accountant	MBBS, DO & M.S. Ophthalmologist	Ph. D. (Sanskrit)
Terms & Conditions of appointment	Appointed as Part-time Official Director by President of India through Ministry of Chemicals & Fertilizers.	Appointed as Part-time Official Director by President of India through Ministry of Chemicals & Fertilizers.	Appointed as Director (Technical) by President of India through Ministry of Chemicals & Fertilizers.	Appointed as Part-time non-Official Director (Independent Director) by President of India through Ministry of Chemicals & Fertilizers.	Appointed as Part-time non-Official Director (Independent Director) by President of India through Ministry of Chemicals & Fertilizers.	Appointed as Part-time non-Official Director (Independent Director) by President of India through Ministry of Chemicals & Fertilizers.
Expertise in specific functional area	Shri Dharam Pal is a senior IAS Officer. He is presently holding the position of Additional Secretary, Department of Fertilizers, Ministry of Chemicals & Fertilizers, Government of India. Shri Pal is BE (Electronics & Telecommunications) and also holds Master of Technology (Computer Controls & Instrumentation). He is also holding PG Diploma in Disaster Management. Shri Pal has held many senior positions with the Central Government, Government of NCT of Delhi and UTs. He has also been conferred with National e-Governance Award. He is also a Director of Rashtriya Chemicals & Fertilizers Limited. He is also a Member of Nomination & Remuneration Committee of the Company.	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.	Shri Ahuja is B.Sc. (Chemical) with Hons. and also holds Post Graduate Diploma in Project Management. He has worked across entire spectrum of a project cycle starting from concept development to front end engineering, asset construction, commissioning, operation, etc. He has 36 years long experience spanning across production, technical services and other departments at different Units of NFL. He has been responsible for commissioning of Ammonia plants in India and abroad and implementing various retrofits and energy saving schemes flawlessly.	CA Anil Verma aged about 52 years is a member of Institute of Chartered Accountants of India and has been a Practising Chartered Accountant since 1990. His area of practice include Auditing, Taxation and Finance. Looking to his contribution to the Profession, he was nominated as Co-opted Member of Committee of Government Accounting by Institute of Chartered Accountants of India during 2009-10. He is working with many Social Organizations, Trusts and Educational Institutions. Shri Verma is also a Professional speaker and has been delivering lectures on various topics of Profession and Social issues. He is a Member of Advisory Board of Mewar University, Chittorgarh. He is also a Member of Institutional Animal Ethics Committee (IAEC) related to the Department of Pharmaceutical Sciences, Faculty of Ayurved and Medical Sciences, Gurukul Kangri University, Haridwar. Shri Verma is also Member of Advisory Board of Patanjali Research Foundation Trust.	By Profession Dr. Ramesh Kumar Agarwal is an Eye Specialist having Degree of MBBS, D.O. & M.S. Ophthalmology from Assam Medical College, Dibrugarh. He has also obtained Intra Ocular Micro Surgery Course at Madurai. He is President of Dr. Hedgewar Sewa Pratisthan & National Medicos Organisation. He is a Life Member of All India Ophthalmic Society, Dibrugarh Academy of Ophthalmology, All India Intra Ocular and Refractive Society & Marwari Arogya Bhawan. He has personally collected more than 300 corneas from Donor eye. He is a project Director of Drishti Eye Bank. He is also District Co-coordinator of CAMBA. Dr. Ramesh Kumar Agarwal is Director of Berlia Diagnostic & Research Institute Private Limited.	Dr. Kalpana Saini holds a Ph.D. degree. She began her career as lecturer and served as principal at Gandhi Mahila Shilp Vidyalaya from 1987. She has been associated with social activities. She is also associated with women welfare.

Name	Shri Dharam Pal (DIN 02354549)	Ms. Meenakshi Gupta (DIN 07686646)	Shri Devinder Singh Ahuja (DIN 07687173)	Shri Anil Verma (DIN 02544789)	Dr. Ramesh Kumar Agarwal (DIN 00601353)	Dr. Kalpana Saini (DIN 07820260)
Number of Meetings of the Board held during the year and number of Board Meetings attended	5/9	3/3	2/2	2/2	1/1	N.A.
Relationship with any other Director, Manager and other KMP of the Company	-	-	-	-	-	-
Directorship held in other companies	FCI Aravali Gypsum and Minerals India Limited Brahmaputra Valley Fertilizer Corporation Limited	Hindustan Organic Chemicals Limited Madras Fertilizers Limited Indian Potash Limited	Ramagundam Fertilizers and Chemicals Limited	Nil	Berlia Diagnostic & Research Institute Private Limited	Nil
Memberships/ Chairmanship of Committees in other companies	-	-	-	-	-	-
No. of Shares held	-	-	-	-	-	-

Route Map - Venue of 43rd Annual General Meeting

