



नेशनल फर्टिलाइजर्स लिमिटेड  
एन.एफ.एल.  
NATIONAL FERTILIZERS LIMITED

# NATIONAL FERTILIZERS LIMITED

CIN.L74899DL1974GOI007417

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

Corporate Office: A-11, Sector-24, Noida 201301, Distt. Gautam Budh Nagar (U.P.)

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

## POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof) that the resolution set out below is proposed to be passed by the members by way of Postal Ballot:-

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:-

**"RESOLVED THAT** the approval of the shareholders be and is hereby accorded in pursuance to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), and subject to such conditions and modifications and approvals necessary, as may be prescribed, required or directed in granting any such approvals or consents, to the Board of Directors to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movables/immovable properties of the Company, both present and future and/or whole or any part of undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender(s), Agent(s) and Trustee/Trustee(s), for securing the borrowings of the Company availed/to be availed by way of loan(s) in foreign currency and/or rupee currency and/or Securities (comprising fully/partly convertible Debentures and/or Non-Convertible Debentures, on all or any of the above, with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments) issued/to be issued by the Company, from time to time, subject to the limit approved under section 180 (1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest, in case of default accumulated interest, liquidated damages, commitment charges premia on prepayments, remuneration of the Agent(s)/Trustee, premium (if any) on redemption, all other costs, charges and expenses as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/Heads of Agreement(s), Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agents and Trustee(s)/Trustees, in respect of the said loans/ borrowings/debentures/bonds or other securities and containing such specific terms and conditions covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/Agents/Trustee(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board/Committee of the Board or Directors/officers authorized by them in this regard be and are hereby authorized to finalize, settle and execute such documents / deeds as may be required and do all such acts as it may in its absolute discretion deem necessary proper or desirable and to settle any question, difficulties and doubts that may arise with regard to creating mortgages / charges as aforesaid."

**By Order of the Board of Directors  
For National Fertilizers Limited  
Raj Kumar  
Company Secretary (A11914)**

**Registered Office:**

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

**Date:** 10.02.2016

**Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014.**

The Board of Directors in its 340<sup>th</sup> Meeting held on 28<sup>th</sup> July 2009 had inter-alia recommended passing of resolution pursuant to Section 293(1)(d) of Companies Act, 1956 seeking consent of

shareholders for borrowings to the extent of ₹5000 crore from Financial Institutions and others for financing projects of changeover of feed stock from FO to Gas at three FO based Units at Panipat, Bathinda and Nangal and capacity enhancement projects at Vijapur-I & II Units and other capital schemes. Accordingly, at the 35<sup>th</sup> Annual General Meeting of the Company held on 11.09.2009 shareholders accorded their consent through an Ordinary Resolution to the Board pursuant to Section 293(1)(d) of the Companies Act, 1956 to borrow money upto a total amount of ₹5000 crore (Rupees five thousand crore).

Thereafter, Company through Postal Ballot process held on 14.09.2010 passed a Special Resolution under section 293 (1) (a) of the Companies Act 1956 according its consent to Board of Directors to mortgage and / or create charge on the properties of the Company for the borrowings upto ₹ 5000 crore.

Company has borrowed money from Financial Institutions/ Banks within approved limit and created security for those borrowings as required.

A Clarification dated 25.03.2014 was issued by the Ministry of Corporate Affairs with regard to Section 180 of the Companies Act, vide which the resolution passed under Section 293 of the Companies Act, 1956 prior to 12.09.2013 with reference to the borrowings would be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013 for a period of one year only from the notification of Section 180 of the Act i.e. up to 11.09.2014.

**Subsequently, Company in its 40<sup>th</sup> Annual General Meeting held on 5<sup>th</sup> September 2014 passed a Special Resolution under section 180 (1) (c) of the Companies Act 2013 and accorded its consent to Board of Directors to exercise Borrowing powers within limit of ₹5000 crore.**

Board of Directors in its 402<sup>nd</sup> Meeting held on 23<sup>rd</sup> September 2015 approved refinancing of existing External Commercial Borrowings (ECBs) availed from State Bank of India, New York Branch, with fresh ECBs for USD 36.95 million at a lower cost and higher maturity period from DBS Bank Limited Singapore. Refinance was completed on 6<sup>th</sup> January 2016. The said security creation is to be completed within 90 days from the date of ECB loan i.e. within 90 days from 6<sup>th</sup> January 2016. According to section 180(1) (a), the Board of Directors of a company shall exercise inter alia the power to mortgage/ create charge only with the consent of the Shareholders by a Special Resolution. Lender has desired to seek consent of shareholders through Special Resolution pursuant to Section 180(1)(a) of the Companies Act, 2013 for creation of security for borrowings.

NFL is a Listed Company. As per Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management & Administration) Rules, 2014 and Secretarial Standard on General Meetings (SS-2), a Special Resolution under 181(1)(a) is required to be passed through Postal Ballot by following the laid down procedure.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way connected or interested, financially or otherwise, in the Resolution set out in the Notice of Postal Ballot.

The Board recommends the Special Resolution set out in the Notice for approval through Postal Ballot.

**By Order of the Board of Directors  
For National Fertilizers Limited  
Raj Kumar  
Company Secretary (A11914)**

**Registered Office:**

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

**Date:** 10.02.2016

**Notes:**

1. The Board of Directors of the Company has appointed Shri Naresh Kumar Sinha, Partner of Kumar Naresh Sinha & Associates, Company Secretaries, in Whole-time Practice with Membership No. FCS 1807 and Certificate of Practice No.14984 for conducting the Postal Ballot process in a fair and transparent manner.
2. The Postal Ballot Notice is being sent to all the members whose names appear in the register of members of the Company or in the statement of beneficial owners received from National Securities

Depository Limited (“NSDL”) and Central Depository Services (India) Limited as on Friday, February 19, 2016.

3. The members who have registered their e-mail addresses with the Company or their depository participants are being sent the Postal Ballot Notice along with related documents by e-mail and the same will be sent in physical form to the members who have not registered their e-mail addresses as specified above.
4. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories (in case of shares held in dematerialised form) as on 19.02.2016 will be entitled to vote on the resolution proposed to be passed by Postal Ballot. The voting rights of the members shall be reckoned in proportion to their share(s) in the total paid up equity share capital of the Company as on 19.02.2016.
5. The Company has also provided facility of voting through electronic means (“e-voting”). The Company has engaged NSDL to provide e-voting facility to the members of the Company. The members have the option to cast their vote either through e-voting or by physical Postal Ballot form. A member can opt for only one mode of voting i.e. either through e-voting or by physical Postal Ballot Form. If a member casts vote(s) by both modes, then voting done through e-voting shall prevail and the voting done by physical Postal Ballot Form shall be treated as invalid.
6. The process of e-voting is as under:
  - a) In case a member receives e-mail from NSDL (for members whose e-mail addresses are registered with the Company/ Depository Participants), the member should open the PDF file attached with the e-mail (using his / her Client ID or Folio No. as password). The said PDF file contains his/ her User ID and password for e-voting. Please note that the password is an initial password.
  - b) In case a member receives Postal Ballot Notice and Postal Ballot Form in physical form (for members whose email addresses are not registered with the Company/Depository Participants), the User ID and initial password for e-voting is provided at the bottom of the Postal Ballot Form attached with the Postal Ballot Notice.
  - c) The below mentioned steps should be followed for casting the vote through e-voting (in both the cases mentioned at Sr. No. 6 (a) & (b) above):
    - i) Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
    - ii) Click on Shareholder Login.
    - iii) If you are already registered with NSDL for e-voting then you can use your existing User ID and password.
    - iv) If you are logging in for the first time, please enter the User ID and password provided through e-mail (as per Sr. No. 6 (a) above) or in physical form (as per Sr. No. 6 (b) above), as the case may be.
    - v) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - vi) Home page of e-voting opens. Click on e-voting> Active Voting Cycles.
    - vii) Select “EVEN” (E-Voting Event Number) of National Fertilizers Limited. Now you are ready for e-voting as Cast Vote page opens.
    - viii) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
    - ix) Upon confirmation, the message “Vote cast successfully” will be displayed.
    - x) Once the vote on the resolution is cast, the member shall not be allowed to change it subsequently.
    - xi) 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

[kumarnareshsinha@gmail.com](mailto:kumarnareshsinha@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- d) The e-voting period shall commence on **Friday, February 26, 2016 (09.00 AM) and ends on Saturday, March, 26, 2016 (5.00 PM)**. At the end of the e-voting period, the e-voting facility shall be blocked by NSDL forthwith. The e-voting shall not be allowed after March, 26, 2016 (5.00 PM).
  - e) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders, available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800-222-990. In case of any queries/ grievances connected with e-voting, the members may also contact Mr. Rajiv Ranjan, Assistant Manager, NSDL at the designated email IDs: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [rajivr@nsdl.co.in](mailto:rajivr@nsdl.co.in) (Telephone No. 022-24994600 / 022-24994738). In case a member forgets his / her password, he / she may reset the password by using “Forgot User Details / Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. The procedure for casting the vote through physical Postal Ballot Form is as under:
    - A) The members who have received the Postal Ballot Notice alongwith Postal Ballot Form in physical form should return the Postal Ballot Form duly completed and signed by posting the same to the Scrutinizer through postage prepaid self-addressed Business Reply Envelope (only for postage within India) being sent with the Postal Ballot Form.
    - B) The members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download the Postal Ballot Form from the weblink [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or the website of the Company i.e. [www.nationalfertilizers.com](http://www.nationalfertilizers.com) and take a print thereof or seek a duplicate Postal Ballot Form from our RTA M/s. MAS Services, Limited, T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020. Such Postal Ballot Form should be duly completed, signed and sent to the scrutinizer.
    - C) The Postal Ballot Form deposited in person or sent by courier or registered / speed post at the expense of the members will also be accepted.
    - D) The completed Postal Ballot Forms should reach the scrutinizer on or before Saturday, March, 26, 2016 (5.00 PM) and the Postal Ballot forms received thereafter will be strictly treated as if the reply from the member has not been received.
    - E) The members are requested to carefully read the instructions printed overleaf the Postal Ballot Form.
  8. In case of any queries / grievances connected with the voting by postal ballot including e-voting, the members may also contact our RTA M/s. MAS Services, Limited, T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020, Phone : (Telephone No.011-26387281-83, Fax- 011-26387384), E-mail:[info@masserv.com](mailto:info@masserv.com).
  9. The Scrutinizer shall submit his report to the Chairman & Managing Director and in his absence to the Director (Finance) of the Company after completion of scrutiny. The result of Postal Ballot shall be announced on Saturday, April 02, 2016 at 11.30 AM at the Registered Office of the Company at Scope Complex, Core-III, 7 Institutional Area, Lodhi Road, New Delhi 110 003. The result of the Postal Ballot along with the Scrutinizer's Report will be hosted on the Company's website [www.nationalfertilizers.com](http://www.nationalfertilizers.com) and the website of NSDL. The result of the Postal Ballot along with the scrutinizer's report shall also be displayed on the Notice Boards of the Company at its Registered Office at New Delhi and its Corporate Office at Noida (as per details mentioned above). The Special Resolution, if passed by requisite majority, shall be deemed to have been passed on the date of declaration of Postal Ballot result, i.e. 2nd April, 2016.

**By Order of the Board of Directors  
For National Fertilizers Limited  
Raj Kumar  
Company Secretary (A11914)**

**Registered Office:**

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

**Date:** 10.02.2016



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NATIONAL FERTILIZERS LIMITED

## POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Sl. No. :

1. Name and Registered address of:  
the Sole/First named Member

2. Names(s) of Joint Member(s),  
if any

3. Registered Folio No./ DPID No./  
Client ID No.

4. No. of Equity Shares held

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 10.02.2016 by sending my/our assent (FOR) or dissent (AGAINST) to the said Resolution by placing the tick (✓) mark in the appropriate box below.

Description	No. of Shares	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
Special Resolution for authorizing Board of Directors to mortgage and/or charge immoveable and moveable properties of the Company securing for borrowings subject to limits approved u/s 180(1)(c) of the Companies Act, 2013.			

Place

Date

(Signature of the Member)

X

## ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Note:

Please read the instructions printed overleaf and the Postal Ballot Notice dated February 10, 2016 before exercising your vote.

## INSTRUCTIONS

- i) A member desiring to exercise vote by postal ballot should complete this Postal Ballot Form and send it to the Scrutinizer by posting the enclosed postage prepaid self-addressed business reply envelope. Postage will be borne and paid by the Company. However, the Postal Ballot Form deposited in person or sent by courier or registered / speed post at the expense of the member will also be accepted.
- ii) The Form should be completed and signed by the member (as per the specimen signature registered with the Company/Depository Participant). In case of joint holding, the Form should be completed and signed by the first named member and in his/her absence, by the next named member.
- iii) There shall be one postal ballot for every folio / Client ID irrespective of the number of joint holders. The voting rights of members shall be reckoned in proportion to their shares in the total paid up equity share capital of the Company as on February 19, 2016.
- iv) In case of shares held by companies, societies, trusts, institutional members, etc. duly completed Postal Ballot Form should be sent to the scrutinizer alongwith a certified true copy of the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote. Postal Ballot Form signed by the holder of Power of Attorney for and on behalf of a member must be accompanied by a certified copy of the Power of Attorney.
- v) Members are requested not to send any other paper along with the Postal Ballot Form. Any extraneous paper attached with this Postal Ballot Form would be destroyed by the Scrutinizer.
- vi) The duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than Saturday, March 26, 2016 (upto 05.00PM) and the Postal Ballot Forms received thereafter will be strictly treated as if the reply from the member has not been received.
- vii) Kindly note that the members can opt only for one mode of voting i.e. either by Physical Postal Ballot Form or e-voting. If you are opting for e-voting then do not vote by physical Postal Ballot Form and *vice versa*. If a member casts vote(s) by both modes, then voting done through e-voting shall prevail and the voting done by Postal Ballot Form shall be treated as invalid.
- viii) The members who have received Postal Ballot Notice by e-mail and wish to vote through physical Postal Ballot Form can download the Postal Ballot Form from the weblink - [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or the website of the Company i.e. [www.nationalfertilizers.com](http://www.nationalfertilizers.com) and take a print thereof. The members can seek a duplicate Postal Ballot Form from M/s. MAS Services Limited, our Registrar & Transfer Agent at T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020.
- ix) The postal ballot form shall be considered invalid on any of the following grounds:
  - a) It has not been signed by or on behalf of the Member;
  - b) Signature on the form doesn't match the specimen signatures with the Company;
  - c) It is not possible to determine without any doubt the assent or dissent of the member;
  - d) Neither assent nor dissent is mentioned;
  - e) Any competent authority has given directions in writing to the Company to freeze the voting rights of the member;
  - f) The envelope containing the Postal Ballot form is received after the last date prescribed; i.e. Saturday, March 26, 2016 (5.00 PM);
  - g) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - h) The postal ballot form is torn, defaced or mutilated in such a manner that the signature of the member could not be verified or it is difficult for the scrutinizer to identify the member or the number of votes cast or to ascertain whether the votes are for 'Assent' or 'Dissent', or one or more of these grounds;
  - i) The member has made any amendment to the Resolution or imposed any condition while exercising his/ her vote.
- x) The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.