नेशनल फर्टिलाइज़र्स लिमिटेड
(भारत सरकार का उपक्रम)
कॉरपोरेट कार्यालय : ए-11, सैक्टर-24, नोएडा - 201301
जिला गौतम बुद्ध नगर (उ.प्र.),
दूरभाष : 0120 2412294, 2412445, फैक्स : 0120-2412397

NATIONAL FERTILIZERS LIMITED
(A Govt. Of India Undertaking)
Corporate Office : A-11, Sector-24, Noida-201301,
Distt. Gautam Budh Nagar (U.P.)
Ph.: 0120-2412294, 2412445, Fax : 0120-2412397

Ref No.NFL/SEC/SE/ 1171 **Dated: 23.04.2019**

Dy. General Manager (Corp. Relations), **Bombay Stock Exchange Limited,** **Floor 25, Phiroze - jeejeebhoy Towers,** **Dalal Street,** **Mumbai – 400001.**	**Asstt. Vice President (Listing),** **National Stock Exchange of India Limited,** **Registered Office (Exchange Plaza),** **C-1, Block-G, Bandra Kurla Complex,** **Bandra (E), Mumbai - 400051**

Sub: Intimation of amendments to "The Code of Conduct for Regulating & Reporting Trading by Designated Persons & their Immediate Relatives for National Fertilizers Limited"

Dear Sir/Madam,

Pursuant to the requirement under Regulation 8(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, we wish to inform you that the Company has amended and adopted "The Code of Conduct for Regulating & Reporting Trading by Designated Persons & their Immediate Relatives for National Fertilizers Limited" (Revised Code) to align it with the recent amendments made by SEBI (Prohibition of Insider Trading) Regulations, 2015, with effect from 1st April, 2019.

The Revised Code is attached and the same is also being uploaded on the website of the Company at www.nationalfertilizers.com.

Kindly take the above on record and oblige.

Thanking You,

Yours faithfully,
For National Fertilizers Limited

(Raj Kumar)
Company Secretary

NATIONAL FERTILIZERS LIMITED

(A Government of India Enterprise)
Registered Office: SCOPE COMPLEX CORE-III,
7 INSTITUTIONAL AREA,
LODHI ROAD, NEW DELHI- 110003
CIN NO: L74899DL1974GOI007417

"The Code of Conduct for Regulating & Reporting Trading by Designated Persons & their Immediate Relatives" for National Fertilizers Limited"

CHAPTER – I

1. PRELIMINARY

Securities and Exchange Board of India ("SEBI") vide its Notification dated January 15, 2015, had issued the SEBI (Prohibition of Insider Trading) Regulations, 2015 and further amended the same vide its notification dated December 31, 2018, the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof which shall soon become effective from April 01, 2019. Another amendment in the said Regulations with respect to the disclosure requirements by the members of promoter group was brought in vide SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2019 which came into effect from January 21, 2019. This Code is framed pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended up-to-date. This code shall be called "The Code of Conduct for Regulating & Reporting Trading by Designated Persons & their Immediate Relatives" for National Fertilizers Limited ("NFL" or "Company") This code is being framed with an aim that designated persons of the Company and their immediate relatives shall not derive any benefit or assist others to derive any benefit from the access to and possession of Unpublished Price Sensitive Information about the Company which is not in the public domain and thus constitutes insider information. This Code shall be effective from 01.04.2019

The existing Code of Internal Procedures and Conduct for Prevention of Insider Trading in dealing with the securities of NATIONAL FERTILIZERS LIMITED shall be repealed with this "**The Code of Conduct for Regulating & Reporting Trading by Designated Persons & their Immediate Relatives" for National Fertilizers Limited"** coming into effect.

2. DEFINITIONS:

2.1 "Act" means the Securities and Exchange Board of India Act, 1992.
2.2 "Board" means the Securities and Exchange Board of India.

2.3 "CODE" means "The Code of Conduct for Regulating & Reporting Trading by Designated Persons & their Immediate Relatives" including modification made thereto from time to time by the Company.

2.4 "Company" means NATIONAL FERTILIZERS LIMITED.

2.5 "Regulations" The term **"Regulations**" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

2.6 "Compliance Officer" means;- Company Secretary of NATIONAL FERTILIZERS LIMITED unless any senior officer, designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of NATIONAL FERTILIZERS LIMITED.;
Explanation – For the purpose of this regulation, "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

2.7 "**connected person**" means,- any person who is or has during the six months prior to the concerned act been associated with NATIONAL FERTILIZERS LIMITED , directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual , fiduciary or employment relationship or by being a director, officer or an employee of NATIONAL FERTILIZERS LIMITED
or holds any position including a professional or business relationship between himself and NATIONAL FERTILIZERS LIMITED whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -

(a). an immediate relative of connected persons specified above; or

(b). a holding company or associate company or subsidiary company; or

(c). an intermediary as specified in section 12 of the Act or an employee or director thereof; or

(d). an investment company, trustee company, asset management company or an employee or director thereof; or

(e). an official of a stock exchange or of clearing house or corporation; or

(f). a member of board of trustees of a mutual fund or a member of the board of

directors of the asset management company of a mutual fund or is an employee thereof; or

(g). a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or

(h). an official or an employee of a self-regulatory organization recognised or authorized by the Board; or

(i). a banker of NATIONAL FERTILIZERS LIMITED ; or

(j). a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of **NATIONAL FERTILIZERS LIMITED** or his immediate relative or banker of NATIONAL FERTILIZERS LIMITED, has more than ten per cent of the holding or interest;

2.8 "Designated Employees" means a person occupying any of the following position in the Company:

(a) All Directors and Chief Vigilance Officer
(b) Key Managerial Personnel
(c) All Executive Directors
(d) All General Managers
(e) All Heads of Finance of Units/Divisions/Regions
(f) All Employees working in Books, Budget, Financial Service and Direct Taxation Sections of Corporate Finance
(g) All employees working in Company Secretariat & Legal Deptt.
(h) All employees working in Secretariat of CMD/Functional Directors
(i) Any support staff such as IT staff who have access to (Unpublished Price Sensitive Information) UPSI
(j) Any other key person, who in the opinion of Compliance Officer be covered in the "designated employee";

2.9 "Designated Person" with regard to the Company means any of the following persons:

(a) A Designated Employee of the Company
(b) Employees of the Company's Material Subsidiary, if any, so designated on the basis of their functional role/access to UPSI by their board of directors, but shall specifically include:
  (i) the Chief Executive Officer.
  (ii) Employees upto two levels below Chief Executive Officer irrespective of their functional role or ability to have access to UPSI.
(c) Promoters of the Company.
(d) Any other key person, who in the opinion of Compliance Officer be covered in the "Designated Person";

2.10 "**Generally available information"** means information that is accessible to the public on a non-discriminatory basis.

NOTE: It is intended to define what constitutes generally available information so that it is easier to crystallize and appreciate what unpublished price sensitive information is. Information published on the website of a stock exchange, would ordinarily be considered generally available.

2.11 "Immediate Relative" shall mean a spouse of a person and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities.

2.12 "**Insider**" means Insider as defined in regulation 2(g) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 i.e.:

any person who is-

(i) a connected person; or
(ii) in possession of or having access to unpublished price sensitive information.

2.13 "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

2.14 "promoter group" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

2.15 "Fiduciary" with regard to the Company refers to the professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company;

2.16 "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

2.17 "Specified" means specified by the Board in writing.

2.18 "Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

2.19 "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

2.20 "Trading day" means a day on which the recognized stock exchanges are open for trading.

2.21 "Unpublished Price Sensitive Information" (UPSI)means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

(i) Financial results;
(ii) Dividends;
(iii) Change in capital structure;
(iv) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
(v) Changes in key managerial personnel; and

Compliance Officer may decide any other matter also as Price Sensitive Information;

All other words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies(Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

2.22 "Key managerial personnel" (KMP), in relation to the Company, means:

(i) The Chairman & Managing Director;
(ii) The Whole-Time Director;
(iii) The Company Secretary;
(iv) Such other officer as may be prescribed under the Companies Act, 2013.

2.23 "NEED TO KNOW" :"need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

All non-public information directly received by any employee should immediately be reported to the head of the department.

2.24 "SEBI" means the Securities and Exchange Board of India constituted under the SEBI Act, 1992.

2.25 "Reporting Officer" means person to whom Compliance Officer Reports.

2.26 "Voting Rights" means the total number of votes that may be cast on a poll in regard to the matter in question relating to a specified class of securities.

Words and expressions and used and not defined herein but defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 shall have the meanings respectively assigned to them in that Regulation.

2.27 "Dealing in Securities" means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

2.28 "**Director**" means a member of the Board of Directors of the Company.

CHAPTER – II

RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

3. COMMUNICATION OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION.

3.1 No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

NOTE: This provision is intended to cast an obligation on all insiders who are essentially persons in possession of unpublished price sensitive information to handle such information with care and to deal with the information with them when transacting their business strictly on a need-to-know basis. It is also intended to lead to organizations developing practices based on need-to-know principles for treatment of information in their possession.

3.2 No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

NOTE: This provision is intended to impose a prohibition on unlawfully procuring possession of unpublished price sensitive information. Inducement and procurement of unpublished price sensitive information not in furtherance of one's legitimate duties and discharge of obligations would be illegal under this provision.

3.2A The board of directors of the company shall make a policy for determination of "legitimate purposes" as a part of "Codes of Fair Disclosure and Conduct" formulated under regulation 8. **(Annexure-A)**

Explanation – For the purpose of illustration, the term "legitimate purpose" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

3.2B Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

3.3 Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured,

in connection with a transaction that would:–

(i) entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that sharing of such information is in the best interests of the company;

NOTE: It is intended to acknowledge the necessity of communicating, providing, allowing access to or procuring UPSI for substantial transactions such as takeovers, mergers and acquisitions involving trading in securities and change of control to assess a potential investment. In an open offer under the takeover regulations, not only would the same price be made available to all shareholders of the company but also all information necessary to enable an informed divestment or retention decision by the public shareholders is required to be made available to all shareholders in the letter of offer under those regulations.

(ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that sharing of such information is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.

NOTE: It is intended to permit communicating, providing, allowing access to or procuring UPSI also in transactions that do not entail an open offer obligation under the takeover regulations, when authorised by the board of directors if sharing of such information is in the best interests of the company. The board of directors, however, would cause public disclosures of such unpublished price sensitive information well before the proposed transaction to rule out any information asymmetry in the market.

3.4 For purposes of sub-clause (3), the board of directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of sub-clause (3), and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

3.5 The board of directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

4. TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION.

4.1 No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information:

Explanation –When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

Provided that the insider may prove his innocence by demonstrating the circumstances including the following:-

i. the transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;

   Provided that such unpublished price sensitive information was not obtained under sub-clause (3) of cause 3 of this code.

   Provided further that such off-market trades shall be reported by the insiders to the company within two working days. Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

ii. the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of clause 3 of this code and both parties had made a conscious and informed trade decision;

   Provided that such unpublished price sensitive information was not obtained by either person under sub-cause (3) of cause 3 of these regulations.

iii. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

iv. the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

v. In the case of non-individual insiders:-

   (a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

   (b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

vi. the trades were pursuant to a trading plan set up in accordance with clause 5.

4.2 In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board.

4.3 The Board may specify such standards and requirements, from time to time, as it

may deem necessary for the purpose of the Regulations.

5. TRADING PLANS.

5.1 An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

5.2 Such trading plan shall:–

(i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;

(ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by NATIONAL FERTILIZERS LIMITED and the second trading day after the disclosure of such financial results;

(iii) entail trading for a period of not less than twelve months;

(iv) not entail overlap of any period for which another trading plan is already in existence;

(v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the

(vi) intervals at, or dates on which such trades shall be effected; and

(vii) not entail trading in securities for market abuse.

5.3 The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of this Code and "Regulations" and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

5.4 The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of this Code or "**Regulations".**

5.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities of NATIONAL FERTILIZERS LIMITED are listed.

CHAPTER – III

DISCLOSURES OF TRADING BY INSIDERS

i. GENERAL PROVISIONS.

6.1 Every public disclosure under the Code shall be made in such form as may be specified.

6.2 The disclosures to be made by any person under the Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

6.3 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Chapter;

Provided that trading in derivatives of securities is permitted by any law for the time being in force.

6.4 The disclosures made under this Chapter shall be maintained by NATIONAL FERTILIZERS LIMITED for a minimum period of five years, in such form as may be specified.

ii. DISCLOSURES BY CERTAIN PERSONS.

7.1 Initial Disclosures.

Reporting Requirements for transactions in securities

All Directors, Officers and designated persons of NATIONAL FERTILIZERS LIMITED shall be required to forward following details of their transactions in securities of NATIONAL FERTILIZERS LIMITED including the transaction in the name(s) of dependent family members to the Compliance Officer:

Initial disclosure at the time of Joining

All holdings in securities / Position taken in derivatives of NATIONAL FERTILIZERS LIMITED by Directors/ Officers/ designated persons (including that of his dependent family members) within 2 working days of joining National Fertilizers Limited or on becoming Directors/Officers/designated persons , as the case may be (proforma disclosure form is given at **Appendix-II, (FORM-A)**

(a) Every Promoter, member of promoter group, Directors, Officers and designated persons of NATIONAL FERTILIZERS LIMITED shall disclose his holding of securities in NATIONAL FERTILIZERS LIMITED within **thirty days** of these regulations taking effect, unless the disclosure in this regard has already been made to the Company;

(b) Every person on appointment as a key managerial personnel or a director of NATIONAL FERTILIZERS LIMITED or upon becoming a promoter or member

of promoter group shall disclose his holding of securities of NATIONAL FERTILIZERS LIMITED as on the date of appointment or becoming a promoter, to the company within **seven days** of such appointment or becoming a promoter. **Appendix-III, (FORM-B).**

7.2 Continual Disclosures.

(a) Every Promoter, member of promoter group, Directors, Officers and designated persons of NATIONAL FERTILIZERS LIMITED shall disclose to the company the number of such securities acquired or disposed of **within two** trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ₹**10(ten)lakh** rupees

Any change in the shareholding (including that of his dependent family members) exceeding 1000 shares, including shares acquired after preclearance under clause 12.0 below, within 2 working days of such change shall be disclosed to the company. Further such changes are to be reported to Stock Exchanges where NATIONAL FERTILIZERS LIMITED shares are listed and the change exceeds Rs.10 Lakh in value or 25000 shares or 1% of total shareholding or voting rights, whichever is lower. **(proforma disclosure form is given at Appendix-IV); (FORM-C)**

(b) Compliance Officer of NATIONAL FERTILIZERS LIMITED shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Annual Disclosure

(c) Annual statement of all holdings (including that of his dependent family members) in securities /Position taken in derivatives of the Corporation as on 31st March be furnished within 7 days of the close of the financial year (proforma disclosure form is given at **Appendix-VI)**

7.3 Disclosures by other connected persons.

NATIONAL FERTILIZERS LIMITED may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations. **Appendix-V (FORM-D)**

CHAPTER – IV

CODES OF FAIR DISCLOSURE AND CONDUCT

8. CODE OF FAIR DISCLOSURE.

8.1 The board of directors of company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A to these regulations, without diluting the provisions of these regulations in any manner.

NOTE: This provision intends to require every company whose securities are listed on stock exchanges to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities. Principles such as, equality of access to information, publication of policies such as those on dividend, inorganic growth pursuits, calls and meetings with analysts, publication of transcripts of such calls and meetings, and the like are set out in the schedule.

8.2 Every such code of practices and procedures for fair disclosure of unpublished price sensitive information and every amendment thereto shall be promptly intimated to the stock exchanges where the securities are listed.

NOTE: This provision is aimed at requiring transparent disclosure of the policy formulated in sub-clause (1).

9. CODE OF CONDUCT.

9.1 The board of directors of the Company and the board of directors or head(s) of the organisation of every intermediary shall ensure that the chief executive officer or managing director shall formulate a code of conduct with their approval to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule B (in case of a listed company) and Schedule C (in case of an intermediary), without diluting the provisions of these regulations in any manner.

NOTE: It is intended that every company whose securities are listed on stock exchanges and every intermediary registered with SEBI is mandatorily required to formulate a code of conduct governing trading by designated persons and their immediate relatives. The standards set out in the schedules are required to be addressed by such code of conduct.

(1) The board of directors or head(s) of the organisation, of every other person who is required to handle unpublished price sensitive information in the course of business operations shall formulate a code of conduct to regulate, monitor and report trading by employees and other connected persons towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule C to the regulations, without diluting the provisions of the regulations in any manner.

NOTE: This provision is intended to mandate persons other than listed companies and intermediaries that are required to handle unpublished price sensitive information to formulate a code of conduct governing trading in securities by their employees. These entities include professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising listed companies. Even entities that normally operate outside the capital market may handle unpublished price sensitive information. This provision would mandate all of them to formulate a code of conduct.

(2) Every listed company, intermediary and other persons formulating a code of conduct shall identify and designate a compliance officer to administer the code of conduct and other requirements under these regulations.

NOTE: This provision is intended to designate a senior officer as the compliance officer with the responsibility to administer the code of conduct and monitor compliance with these regulations.

(3) For the purpose of sub regulation (1) and (2), the board of directors or such other analogous authority shall in consultation with the compliance officer specify the designated persons to be covered by the code of conduct on the basis of their role and function in the organisation and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation and shall include:-

- **(i)** Employees of such listed company, intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors or analogous body;
- **(ii)** Employees of material subsidiaries of such listed companies designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;
- **(iii)** All promoters of listed companies and promoters who are individuals or investment companies for intermediaries or fiduciaries;
- **(iv)** Chief Executive Officer and employees upto two levels below Chief Executive Officer of such listed company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
- **(v)** Any support staff of listed company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information.

9A. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING.

(9A.1) The Chief Executive Officer, Managing Director or such other analogous person of the company, intermediary or fiduciary shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.

(9A.2) The internal controls shall include the following

(a) all employees who have access to unpublished price sensitive information are identified as designated employee;

(b) all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;

(c) adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by these regulations;

(d) lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;

(e) all other relevant requirements specified under these regulations shall be complied with;

(f) periodic process review to evaluate effectiveness of such internal controls.

(9A.3) The board of directors of the company and the board of directors or head(s) of the organisation of intermediaries and fiduciaries shall ensure that the Chief Executive Officer or the Managing Director or such other analogous person ensures compliance with clause 9 and sub-clause (1) and (2) of this Code.

(9A.4) The Audit Committee of the company or other analogous body for intermediary or fiduciary shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

(9A.5) The company shall formulate written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information **(Annexure-B)**, which shall be approved by board of directors of the company and accordingly initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

(9A.6) The Company shall have a whistle-blower policy and make employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information.

(9A.7) If an inquiry has been initiated by the company in case of leak of unpublished

price sensitive information or suspected leak of unpublished price sensitive information, the relevant intermediaries and fiduciaries shall co-operate with the listed company in connection with such inquiry conducted by the company.

10. PRINCIPLES OF FAIR DISCLOSURE FOR PURPOSES OF CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

NATIONAL FERTILIZERS LIMITED shall:

10.1 make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

10.2 ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

10.3 Compliance Officer / any other officer designated in this regard shall deal with dissemination of information and disclosure of unpublished price sensitive information.

10.4 ensure prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

10.5 endeavor appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

10.6 ensure that the information shared with analysts and research personnel is not unpublished price sensitive information.

10.7 make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

10.8 ensure that all unpublished price sensitive information are handled on a need- to-know basis.

10.9 Compliance Officer shall ensure that the principles of fair disclosures of Unpublished Price Sensitive information are adopted and adhered to before issuance of any Press Release or during interactions with media, analysts and other investor relations conferences etc.

CHAPTER – V

11. TRADING WINDOW

11.1 No Designated Person shall deal in any transaction involving the purchase or sale of the NFL's securities, either in their own name or in the name of their immediate relatives, during the periods mentioned below, when "Trading Window" shall remain closed:

	Particulars	**Restrictive Period**
	Declaration of Financial Results (quarterly, half yearly and annual)	One week upto the date of Board Meeting or as may be notified. ***Explanation:*** *Trading Window shall be opened 2 days (48 hours) after the "price sensitive information", for which the trading window is closed, is generally available, excluding the day of intimation to Stock Exchanges.*
	Declaration of Dividends (interim and final)	- do -
	Issue of securities by way of public/rights/bonus etc.	- do -
	Any major expansion plans or execution of new projects	- do -
	Amalgamation, merger, takeovers and buy-back	- do -
	Disposal of whole or substantially whole of the undertaking	- do -
	Any changes in policies, plans or operations of the Company	- do -
	Any other event as may be notified	- do -

11.2 The remaining days of a year other than the days mentioned under clause above shall be called **"Valid Trading Window".**

11.3 All Designated Persons shall conduct their dealings in the securities of the Company only in the "Valid Trading Window" period as mentioned above at clause **11.2** and shall not enter into "Contra Trade" i.e. opposite or reverse transactions, in the securities of NATIONAL FERTILIZERS LIMITED during the next six months following the prior transaction.

11.4 The Compliance Officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. In case contra trade executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

11.5 The Compliance Officer shall maintain a register of the periods of "Closed Trading Window", wherein he shall record the date of closure and opening of the trading window and the purpose for which trading window is closed. A performa of the register of periods of closure of Trading Window is given in **APPENDIX-VII.**

12. PRE-CLEARANCE OF TRADES

12.1 Designated Persons who intend to deal in the securities of the Company (above the minimum threshold limits of 2000 shares in a calendar month) shall obtain pre-clearance of the transaction as per the pre-dealing procedure as described hereunder. Application for pre-clearance shall be made only during valid trading period. Application submitted during closure of trading window shall be invalid.

12.2 Designated Persons shall make pre-clearance application to the Compliance Officer in the format given in **APPENDIX-I.** The application shall indicate the estimated number of securities that the Designated Employee intends to deal in, the details as to the depository with which he has a security account, the details as to securities in such depository mode and such other details, as may be required by the Compliance Officer from time to time in this behalf.

12.3 The pre-clearance shall not be necessary if the number of shares to be traded is upto 2000 shares in a calendar month.

12.4 Immediately on receipt of the pre-clearance application, the date and time of the receipt of the same shall be recorded thereon. The Compliance Officer shall process the pre-clearance applications and if the pre-clearance application is in accordance and in Compliance with the provisions of Insider Trading Code, the Compliance Officer shall communicate the pre-clearance immediately not later than 48 hours from the time of receiving the application. In the absence Compliance Officer, the Officer authorized by the Compliance Officer shall give the pre-clearance. A performa letter of intimate of pre-clearance is annexed as **appendix-XII.**

13. MINIMUM STANDARDS FOR CODE OF CONDUCT OF NATIONAL FERTILIZERS LIMITED TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS [as per "Schedule B" of the Regulations]

13.1 The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors, but not less than once in a year.

13.2 All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations. The code of conduct shall contain norms for appropriate Chinese Walls procedures, and processes for permitting any designated person to "cross the wall".

13.3 Designated Persons and immediate relatives of designated persons in the organisation shall be governed by an internal code of conduct governing dealing in securities.

13.4 Designated persons may execute trades subject to compliance with these regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results.

The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

13.5 The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

13.6 When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate.

13.7 Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

13.8 The code of conduct shall specify any reasonable timeframe, which in any event shall not be more than seven trading days, within which trades that have been pre-cleared have to be executed by the designated person, failing which fresh pre-clearance would be needed for the trades to be executed.

13.9 The code of conduct shall specify the period, which in any event shall not be less than six months, within which a designated person who is permitted to trade shall not execute a contra trade. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

Provided that this shall not be applicable for trades pursuant to exercise of stock options.

13.10 The code of conduct shall stipulate such formats as the board of directors deems necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance, and for reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these regulations.

13.11 Without prejudice to the power of the Board under the Act, the code of conduct shall stipulate the sanctions and disciplinary actions, including wage freeze, suspension, recovery, clawback etc., that may be imposed, by the listed company required to formulate a code of conduct under sub-regulation (1) of regulation 9, for the contravention of the code of conduct.

13.12 The code of conduct shall specify that in case it is observed by the listed company required to formulate a code of conduct under sub-regulation (1) of regulation 9, that there has been a violation of these regulations, it shall inform the Board promptly.

13.13 Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

(a) immediate relatives
(b) persons with whom such designated person(s) shares a material financial relationship
(c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

13.14 The Company shall have a process for how and when people are brought ‘inside’ on sensitive transactions. Individuals should be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

CHAPTER – VI

14. MISCELLANEOUS:

14.1 Sanction for violations.
Any contravention of these regulations shall be dealt with by the Board in accordance with the Act.

14.2 Power to remove difficulties.
In order to remove any difficulties in the interpretation or application of the provisions of these regulations, the Board shall have the power to issue directions through guidance notes or circulars:

Provided that where any direction is issued by the Board in a specific case relating to interpretation or application of any provision of these regulations, it shall be done only after affording a reasonable opportunity of being heard to the concerned persons and after recording reasons for the direction.

14.3 Repeal and Savings.

(1) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 are hereby repealed.

(2) Notwithstanding such repeal,—

(a) the previous operation of the repealed regulations or anything duly done or suffered there under, any right, privilege, obligation or liability acquired, accrued or incurred under the repealed regulations, any penalty, forfeiture or punishment incurred in respect of any offence committed against the repealed regulations, or any investigation, legal proceeding or remedy in respect of any such right, privilege, obligation, liability, penalty, forfeiture or punishment as aforesaid, shall remain unaffected as if the repealed regulations had never been repealed; and

(b) anything done or any action taken or purported to have been done or taken including any adjudication, enquiry or investigation commenced or show-cause notice issued under the repealed regulations prior to such repeal, shall be deemed to have been done or taken under the corresponding provisions of these regulations;

After the repeal of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, any reference thereto in any other regulations made, guidelines or circulars issued thereunder by the Board shall be deemed to be a reference to the corresponding provisions of these regulations.

14.4 Reporting to Audit Committee and Board of Directors

The Compliance Officer shall provide a report to the Board of Directors through the Audit Committee with regard to implementation and operation of this Code periodically and at least once in every financial year.

14.5 Maintenance of Records & Registers: The Compliance Officer shall maintain:

(a) Register of the periods of "Closure of Trading Window", wherein he shall record the date of closure and opening of the trading window and purpose for which trading window is closed. A proforma of the register of periods of closure of Trading Window is given at **Appendix-VII.**

(b) Register of Pre-clearance of trading of Securities and record therein the name and designation of the Director, Officer, Designated Persons submitting the application, date of the application, date & time of receipt of the application, nature of the transaction, number of securities, consideration value, name of the dependent family member if the transaction is in the name of the dependent family member and date & details of the actual transaction. A proforma of the Register of Pre-clearance of Trading is given at **Appendix-VIII.**

(c) Register of Waiver of restriction on holding investment in the securities of NATIONAL FERTILIZERS LIMITED and shall record thereon the name of the Director/Officer/designated persons details of securities for which waiver is granted, date of waiver and the ground of the waiver. A proforma of the Register of Waiver is given at **Appendix-IX.**

(d) Register of Designated Person as per Proforma given at **Appendix-X.**

(e) Records of all the declarations in the appropriate form given by the Directors, Officers designated persons and their dependents for a minimum **period of three years.**

(f) Three separate Registers for recording the Initial disclosure, continual disclosure and Annual disclosure received under clause 7 above. Performa's of the Registers to be maintained are given in A**ppendix-XI.**

14.6 Penalty for contravention of Code of Conduct:

Any Director/ Officer/ designated person who trades in securities of NATIONAL FERTILIZERS LIMITED or communicates any information for trading in securities of NATIONAL FERTILIZERS LIMITED in contravention of this Code may be penalized and appropriate action may be taken by the Competent Authority as defined under Conduct, Discipline and Appeal Rules (CDA) of NATIONAL FERTILIZERS LIMITED. Directors, Officers and employees of NATIONAL FERTILIZERS LIMITED who violate the Code of Conduct shall also be subject to disciplinary action by the Competent Authority.

14.7 Power of SEBI

The action by NATIONAL FERTILIZERS LIMITED shall not preclude SEBI and other

authorities from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

14.8 Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

If NATIONAL FERTILIZERS LIMITED / Compliance Officer observes any violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Compliance Officer shall inform the SEBI of such violation after obtaining the approval of the Audit Committee.

15. MINIMUM STANDARDS FOR CODE OF CONDUCT FOR INTERMEDIARIES AND FIDUCIARIES TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS [As per "Schedule C" of the Regulations]

15.1 The compliance officer shall report to the board of directors or head(s) of the organisation (or committee constituted in this regard) and in particular, shall provide reports to the Chairman of the Audit Committee or other analogous body, if any, or to the Chairman of the board of directors or head(s) of the organisation at such frequency as may be stipulated by the board of directors or head(s) of the organization but not less than once in a year.

15.2 All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The code of conduct shall contain norms for appropriate Chinese Wall procedures, and processes for permitting any designated person to "cross the wall".

15.3 Designated persons and immediate relatives of designated persons in the organisation shall be governed by an internal code of conduct governing dealing in securities.

15.4 Designated persons may execute trades subject to compliance with these regulations. Trading by designated persons shall be subject to pre- clearance by the compliance officer(s), if the value of the proposed trades is above such thresholds as the board of directors or head(s) of the organisation may stipulate.

15.5 The compliance officer shall confidentially maintain a list of such securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

15.6 Prior to approving any trades, the compliance officer shall seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

15.7 The code of conduct shall specify any reasonable timeframe, which in any event shall not be more than seven trading days, within which trades that have been pre-cleared have to be executed by the designated person, failing which fresh pre-clearance would be needed for the trades to be executed.

15.8 The code of conduct shall specify the period, which in any event shall not be less than six months, within which a designated person who is a connected person of the

listed company and is permitted to trade in the securities of such listed company, shall not execute a contra trade. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.
Provided that this shall not be applicable for trades pursuant to exercise of stock options.

15.9 The code of conduct shall stipulate such formats as the board of directors or head(s) of the organisation (or committee constituted in this regard) deems necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance, and for reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these regulations.

15.10 Without prejudice to the power of the Board under the Act, the code of conduct shall stipulate the sanctions and disciplinary actions, including wage freeze, suspension, recovery, clawback etc., that may be imposed, by the intermediary or fiduciary required to formulate a
code of conduct under sub-regulation (1) and sub-regulation (2) of regulation 9, for the contravention of the code of conduct.

15.11 The code of conduct shall specify that in case it is observed by the intermediary or fiduciary required to formulate a code of conduct under sub-regulation (1) or sub-regulation (2) of regulation 9, respectively, that there has been a violation of these regulations, such intermediary or fiduciary shall inform the Board promptly.

15.12 All designated persons shall be required to disclose name and Permanent Account Number or any other identifier authorized by law of the following to the intermediary or fiduciary on an annual basis and as and when the information changes:

(a) immediate relatives;
(b) persons with whom such designated person(s) shares a material financial relationship;
(c) Phone, mobile, and cell numbers which are used by them.

In addition, names of educations institutions from which designated persons have studied and names of their past employers shall also be disclosed on a one time basis.
Explanation – the term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

15.13. Intermediaries and fiduciaries shall have a process for how and when people are brought ‘inside’ on sensitive transactions. Individuals should be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

16. AMENDMENT

The Chairman and Managing Director, **National Fertilizers Limited**, is authorized by the Board of Directors to amend or modify this policy from time to time. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

Annexure-A

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. GautamBudh Nagar (U.P.)
Website :www.nationalfertilizers.com Email ID: investor@nfl.co.in
Telephone : 011 – 24360066, 24361252 Fax: 011-24361553

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION OF NATIONAL FERTILIZERS LIMITED FRAMED UNDER REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

PREAMBLE

The Securities and Exchange Board of India had promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "**Regulations**") on January 15, 2015. As per Regulation 8 read with Schedule A of the Regulations, every listed company is required to frame a **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information** (hereinafter referred to as the **'Code'**) in order to disseminate 'Unpublished Price Sensitive Information' (hereinafter referred to as **'UPSI'**) universally and not selectively by such companies. This code is framed keeping in view of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 being effective from 1st April, 2019. This Policy is intended to lay down the principles and practices to be followed by National Fertilizers Limited (the Company) pertaining to universal disclosure of UPSI.

The Company intends to follow best practices, duly compliant with Applicable Laws, in the matter of disclosure of UPSI. Accordingly, the following Code was adopted by the Board of Directors of the **National Fertilizers Limited** (hereinafter referred to as '**Company**').

I. APPLICABILITY

This Code shall apply in relation to disclosure by the Company of UPSI. The scope, exceptions as given in Applicable Law shall be applicable for the purpose of this Code as well.

II. DEFINITIONS

"Applicable Law" shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, including any amendments thereof, or any statute, law, listing agreement, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications, circulars or other governmental instruction and/or mandatory standards and or guidance notes as may be applicable in the matter of trading by an Insider.

"Connected Person" shall mean such persons as defined under the Regulations.

"Chief Investor Relations Officer" means such senior officer of the Company appointed by the Board of directors to deal with dissemination of information and disclosure of UPSI in a fair and unbiased manner.

The name and designation of such officer shall be published on the website of the Company.

"Generally available information" means information that is accessible to the public on a non-discriminatory basis**.**

“Insider” means any person who is a connected person or in possession of or having access to UPSI;

“**Selected Group of Persons”** includes securities analysts or selected institutional investors, brokers and dealers or their associated persons, investment advisers and institutional managers, investment companies, hedge funds or any other person.

“Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

“UPSI” means any information, relating to a company or its securities, directly or indirectly, that is not generally available which, upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following:

i. financial results
ii. dividends
iii. change in capital structure
iv. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
v. changes in key managerial personnel

All the other terms used in the Code shall have the same meaning as assigned to them under the Regulations.

III. SHARING OF UPSI FOR LEGITIMATE PURPOSE

a) UPSI is in the nature of information relating to the Company, directly or indirectly, of precise nature that can have an impact on the prices of the securities of the Company if made public.
b) Till the UPSI becomes a generally available information, UPSI can be shared only on a need-to-know basis and for legitimate purpose as provided hereunder and not to evade or circumvent the prohibitions of the Regulations
    - Sharing of relevant UPSI with consultants, advisors engaged by the Company in relation to the subject matter of the proposed deal/ assignment in relation to UPSI;
    - Sharing of relevant UPSI with intermediaries/ fiduciaries viz. merchant bankers, legal advisors, auditors in order to avail professional services from them in relation to the subject matter of the UPSI;
    - Sharing of relevant UPSI with persons for legitimate business purposes (e.g., attorneys, investment bankers or accountants);
    - Sharing of relevant UPSI with persons who have expressly agreed in writing to keep the information confidential, such as potential customers, other developers, joint venture partners and vendors, and not to transact in the company’s securities on the basis of such information
    - Sharing of relevant UPSI in case mandatory for performance of duties or discharge of legal obligations.

IV. Before sharing of the UPSI, the concerned person sharing such UPSI shall comply with the requirements in relation to circumstances and procedure for bringing people 'inside' as provided in Code of Conduct for Prohibition of Insider Trading.

V. The Compliance Officer shall maintain record of the details of the recipients including their PAN, Address etc. of UPSI on legitimate purpose including the following :

a. Whether the concerned UPSI is required to be shared?
b. Why the information is required by the recipient?
c. Who had shared the UPSI and whether he was authorised to do so?
d. Whether the Compliance Officer was intimated before such sharing of UPSI?
e. Whether non- disclosure agreements were signed?
f. Whether notice to maintain confidentiality of the shared UPSI has been given?

VI. FUNCTIONS OF THE CHIEF INVESTOR RELATIONS OFFICER:

- Dealing with universal dissemination and disclosure of UPSI.
- Determination of questions as to whether any particular information amounts to UPSI.
- Determination of response, if any, of the Company to any market rumour in accordance with this Code.
- Dealing with any query received by any Insider about any UPSI.
- Providing advice to any Insider as to whether any particular information may be treated as UPSI.

If an Insider receives a query about any UPSI related to the Company, he shall not comment on the same and shall forward such query to the Chief Investor Relations Officer. The Chief Investor Relation Officer shall deal with such query in accordance with Applicable Law and this Code in consultation with the Chairman & Managing Director or CEO of the Company.

VII. DISCLOSURE POLICY

The Company shall ensure:

- prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- uniform and universal dissemination of UPSI to avoid selective disclosure.
- The Company Secretary/Compliance Officer of the Company shall act as the Chief Investor Relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- if an Insider 'selectively' discloses any UPSI to any person including the Selected Group of Persons then prompt disclosure of such information shall have to be made by the Chief Investor Relations Officer to the public. Such disclosure must be made not later than 48

hours after the Chief Investor Relations Officer learns that communication of such UPSI has taken place.

- The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- The Company shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- that information shared with analysts and research personnel is not UPSI.
- develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- The Company shall handle of all unpublished price sensitive information on a need to-know basis.

Subject to Applicable Law methods of public disclosure of information to ensure uniform distribution shall include either of the following:

- Distributing through Press Releases in newspapers or media including electronic media.
- Filing with the Stock Exchanges.
- Any other method that ensures wide distribution of the news such as webcasts and webinars.
- Uploading the information on the website of the company.

VIII. THIRD PARTY DEALINGS

The Chief Investor Relations Officer shall ensure that best practices of making transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made are developed by the Company.

The best practices shall include uploading the following information on the website of the company:

- Any Power Point Presentation or similar material used by the analyst in such meeting on the website of the Company.
- Any earnings guidance or any other similar material distributed during press conference.
- Any material information about business plans of the company provided in response to analyst queries or during discussions in a meeting or any other information which may lead to price discovery has been shared.

IX. RUMOURS: VERIFICATION OF MARKET RUMOURS AND RESPONSE TO QUERIES

The Chief Investor Relations Officer shall provide appropriate and fair responses to queries in relation to UPSI including any news reports. A ‘No Comment’ policy must be maintained by the

Company and the Chief Investor Relations Officer on market rumours except when requested by regulatory authorities to verify such rumours.

X. NEED TO KNOW HANDLING OF UPSI:

The Company shall handle UPSI only on a need to know basis. UPSI shall be provided only when needed for legitimate purposes, performance of duties or discharge of legal obligations. All insiders shall adhere to the conditions of strict confidentiality and shall not share any UPSI except for the aforesaid purposes.

XI. AMENDMENT

The Chairman and Managing Director, **National Fertilizers Limited**, is authorized by the Board of Directors to amend or modify this policy from time to time. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

Annexure-B

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. GautamBudh Nagar (U.P.)
Website :www.nationalfertilizers.com Email ID: investor@nfl.co.in
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POLICY AND PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

PREAMBLE

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 ("PIT Amendment Regulations") mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate action on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

In this regard, Board of Directors of National Fertilizers Limited ("NFL/Company") has laid down this policy for procedure of inquiry in case of leak of Unpublished Price Sensitive Information ('the policy'), for adoption

I. APPLICABILITY

This Code shall be applicable with effect from April 1, 2019

II. DEFINITIONS

For the purpose of this Policy

"Audit Committee" shall mean Committee of the Board of the Company constituted pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"Board" shall mean the Board of Directors of National Fertilizers Limited (NFL).

"Company" means National Fertilizers Limited (NFL).

"Compliance Officer" means;- Company Secretary of NATIONAL FERTILIZERS LIMITED unless any senior officer, designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of NATIONAL FERTILIZERS LIMITED.;

Explanation–For the purpose of this regulation, "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

"Designated Persons" shall cover all employees whether contractual or otherwise, persons / entities stated under Regulation 9(4) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and other connected persons as defined under Regulation 2(d) of the SEBI (prohibition of Insider Trading) (Amendment) Regulations, 2018

"Immediate relative" shall include persons defined under Regulation 2(f) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018

"Leak of UPSI" shall refer to such act / circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

"Unpublished Price Sensitive Information" (UPSI) shall cover informations stated under Regulation 2(n) of SEBI (prohibition of Insider Trading) (Amendment) Regulations, 2018

Any words used in this Policy but not defined herein shall have the same meaning as described to it in the Companies Act, 2013 or Rules made thereunder, Securities & Exchange Board of India Act or Rules and Regulations made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 or any other relevant legislation/law applicable to the Company, as amended from time to time.

III. PROCESS OF INQUIRY IN CASE OF LEAK OF UPSI OR SUSPECTED LEAK OF UPSI

1. Inquiry under this policy shall commence based on a written complaint received from any employee, department of the Company, Registrar and Share Transfer Agent, designated person, Depository, Stock Exchange, Regional Director or any official thereof, Registrar of Companies or any official thereof, regulatory / statutory authority or any other department of Central or State Government.
2. The complaint shall interalia state particulars of the complainee and details of the complaint. The Complainant has the option of annexing such documentary evidence, as deemed reasonable for the purpose of substantiating the complaint lodged.
3. The Complaint shall be addressed to the Compliance Officer.
4. Within 5 (five) working days of receipt of the complaint, Compliance Officer, shall write to the complainee intimating the details of the complaint received and requesting him to give a written representation within 7 (seven) working days of receipt of letter. If Compliance Officer feels that the complaint has been lodged to secure needless publicity for defamatory matter which is detrimental to the interest of the Company, then he will discard the complaint with reasons recorded in writing.
5. Within 7 (seven) working days of receipt of representation, Compliance Officer shall proceed to investigate in the matter and for such purpose may consult such persons, whether internal or otherwise or obtain such external assistance or opinion, as he may deem expedient in this regard. During the course of such investigation, Compliance Officer may call for such additional documents, representations, etc. as he may deem fit.

6. If no representation is received within the aforesaid stipulated time, Compliance Officer shall issue notice to the complainee asking him to show cause as to why the Company should not initiate disciplinary proceedings, as applicable, against him.
7. On completion of the preliminary investigation under point 5, receipt of reply to the show cause notice issued under point 6 or on non-receipt thereof, Compliance Officer shall refer the matter to the Chairman of the Audit Committee, along with his opinion, for his consideration.
8. Chairman of the Audit Committee on receipt of such opinion shall proceed to convene a meeting of the Audit Committee and shall actually convene the concerned meting within a period of 45 days of receipt of opinion of Compliance Officer.
9. The Audit Committee shall consider the matter and put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review, if forms an opinion that the complainee is guilty of leak of UPSI or suspected leak of UPSI, then it will order for necessary disciplinary proceedings of the company, which will be in addition to the penal provisions stated under SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and any other statutory enactments, as applicable.
10. The Company suo moto reserves the right of initiating an inquiry under this policy against any designated person if it has reasons to believe that such person has leaked UPSI or suspected to leak UPSI.
11. This policy shall not in any way preclude any referrals, complaints, measures, actions etc. which can be instituted or which are available under the existing Vigil Mechanism Policy of the Company.

IV. AMENDMENT

The Chairman and Managing Director, NATIONAL FERTILIZERS LIMITED is authorized by the Board of Directors to amend or modify this policy from time to time. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

NATIONAL FERTILIZERS LIMITED

CIN NO: L74899DL1974GOI007417

APPENDIX – I

APPLICATION FOR PRE-CLEARANCE OF TRADING IN SECURITIES

(In terms of clause 12.2 of the Code of Internal Procedures and Conduct for Prohibition of Insider Trading in Dealing with the Securities of NATIONAL FERTILIZERS LIMITED)

To
The Compliance Officer,
National Fertilizers Limited,
Scope Complex Core-III,
Institutional Area,
Lodhi Road,
New Delhi- 110003.

Dear Sir,

I, Shri/Smt.……a Director/Key Managerial Personnel (KMP) /Designated Person of National Fertilizers Limited intend to carry out transaction(s) in the shares of National Fertilizers Limited as per the details given below:-

Name & Designation of the
Director/Key Managerial Personnel (KMP) /
Designated Person:

Department of Designated Person:

Date of Joining / becoming
Director/Key Managerial Personnel (KMP) /Designated Person:

S No	**No. of shares held (including by dependent members) as on the date of application**	**Folio No. / DPID & Client ID**	**Nature of new transaction for which approval is sought**	**Estimated number of securities to be dealt**	**Estimated consideration value**	**Whether proposed transaction is in the name of self or in the name of dependent family member**	**Name of the dependent/ relationship, if the transaction is in the name(s) of the dependent(s)**
1	2	3	4	5	6	7	8

Note: The Designated officer shall also include particulars with regard to trading which he proposed to take up in derivatives in the aforesaid application.

UNDERTAKING

In this connection I solemnly confirm and declare:

a) **THAT** I do not have access and/or have not received any " Price Sensitive Information up to the time of signing the undertaking;

b) **THAT** in case I have access to or receive "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and that I shall completely refrain from dealing in the securities of the Corporation till the time such information becomes public;

c) **THAT** I have not contravened the Code of Conduct for prohibition of insider trading as notified by the Corporation from time to time.

d) THAT I hereby confirm that I abide by the provisions of Cl.11 of the Code with regard to time norms for holding /buying/selling securities

I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.

Pre-clearance may kindly be accorded in terms of Clause-12 of the Code of Conduct for prohibition of insider trading in dealing with the securities of National Fertilizers Limited.

Signature: ……
Date :
Name:
Place :
Designation: ……

OFFICE USE

Serial number of the application received :

Date & time of receipt of the Application :

Date & time of communication of the pre-clearance or otherwise :

Reasons for not giving pre-clearance :

Signature of the Compliance Officer/
Authorised Officer

NATIONAL FERTILIZERS LIMITED
CIN NO: L74899DL1974GOI007417
APPENDIX –II

To

The Compliance Officer,
National Fertilizers Limited,
Scope Complex Core-III,
Institutional Area,Lodhi Road,
New Delhi- 110003

Dear Sir,

I,……., Designated Person of National Fertilizers Limited furnish below the details of Securities in NATIONAL FERTILIZERS LIMITED as on 01.04.2019 in my name and/or in the name(s) of my immediate relatives in terms of regulation 2(f) of SEBI (Prohibition of Insider Trading) Regulation, 2015 and amendments thereto.

Name & Designation of the
Designated Person:

Department of Designated Person:

Date of Joining/ Becoming Director/
Key Managerial Personnel (KMP) /Designated Person:

NATIONAL FERTILIZERS LIMITED
CIN NO: L74899DL1974GOI007417

FORM –A

APPENDIX-II

SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 AND AMENDMENTS THERETO
[Regulation 7(1) (a) read with regulation 6(2)]

Name of the Company: National Fertilizers Limited

ISIN of the Company: INE870D01012

Details of Securities held by Designated Persons/Immediate Relatives mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & Address with contact nos.	*Category of person:- Directors/ KMP/Promotors / Designated Persons /immediate relatives*	*Securities held as on the date of Regulation Coming into force **		*% of Share – holding*	*Open Interest of the future contracts held as on the date of coming into force*		*Open Interest of the Option Contracts held as on the date of regulation coming into force*	
		Type of security: - (For shares, Warrants Convertible Debentures etc.)	*No.*		*Number of units (contractslot size)*	*National value in Rupee terms*	*Number of units (contracts lot size)*	*National value in Rupee terms*
1	2	3	4	5	6		7	

**01st April, 2019*

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations,2015 and amendments thereto.

Signature:

Designation:

E.No.:

CO/Unit/Marketing Divisions

Date:

NATIONAL FERTILIZERS LIMITED
CIN: L74899DL1974GOI007417

(FORM – B)
APPENDIX-III

SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 AND AMENDMENTS THERETO
[Regulation 7 (1) (b) read with Regulation 6(2)]

Name of the Company: National Fertilizers Limited

ISIN of the Company: INE870D01012

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & Address with Contact nos. becoming Promoter	Category of Person (Promoters/ KMP / Director/immediate Relatives /others etc.) Promoter/appointment of Director/KMP	Date of appointment of Director/KMP OR Date of Promoter/ appointment of Director/ KMP	Securities held at the time of becoming Promoter/ appointment of Director/ KMP becoming		% of shareholding at the time of becoming	Open Interest of the future contracts held at the time of		Open Interest of the option Contracts held	
			Type of security (For e g. – Warrants, Convertible Debentures etc.)	No.		Number of units (Contracts * lot size)	Notional value in Rupee terms	Number of units (Contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	5	6		7	

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:
Designation:
Date:
Place:

NATIONAL FERTILIZERS LIMITED
CIN NO: L74899DL1974GOI007417

APPENDIX –IV
Form C

SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 AND AMENDMENTS THERETO

[Regulation 7(2) read with regulation 6(2)]

Name of the Company: National Fertilizers Limited

ISIN of the Company: INE870D01012

Details of change in holding of securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN, & address of Promoter/ Employee/ Director With Contact Nos.	Category Of Person (promoters/ KMP/ Directors/ immediate relatives/ others etc.)	Securities held Prior to Acquisition/ disposal		Securities Acquired/ Disposed		% of Shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to Company	Mode of acquisition (Market purchase/public rights/preferential offer/off market/inter se transfer etc.	Trading in derivatives (specify type of contract , Future or Options, etc)				Exchange on which the trade was executed
		Type of Security (for e.g.:- Shares, Warrants, Convertible Debentures etc.)	No.	Type of Security (for e.g.:- Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post Transaction	From	To			Buy		Sell		
												Value	No. of units (contract*lot size)	Value	No. of units (contracts*lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (prohibition of Insider Trading) regulations, 2015.

Signature:

Designation:

Date:

Place:

NATIONAL FERTILIZERS LIMITED
CIN NO: L74899DL1974GOI007417

APPENDIX –V
Form D (Indicative format)

SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 AND AMENDMENTS THERETO

Regulation 7(3)- Transactions by other connected persons as identified by the company

Name, PAN No., CIN/DIN, & address of Promoter/ Employee/ Director With Contact Nos.	Connection with company	Securities held Prior to Acquisition/ disposal		Securities Acquired/ Disposed		% of Shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to Company	Mode of acquisition (Market purchase / public rights / preferential offer/ off market/ inter se transfer etc.	Trading in derivatives (specify type of contract, Future or Options, etc)				Exchange on which the trade was executed
		Type of Security (for e.g.:- Shares, Warrants, Convertible Debentures etc.)	No.	Type of Security (for e.g.:- Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post Transaction	From	To			Buy		Sell		
												Value	No. of units (contract *lot size)	Value	No. of units (contracts *lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (prohibition of Insider Trading) regulations, 2015.

Name:

Signature:

Date:

Place:

NATIONAL FERTILIZERS LIMITED
CIN NO: L74899DL1974GOI007417

APPENDIX –VI

PROFORMA FOR ***ANNUAL DISCLOSURE OF*** SHAREHOLDING OF DIRECTOR/KEY MANAGERIAL PERSONNEL (KMP) /DESIGNATED PERSONS [clause 7.2 (c)]

To
The Compliance Officer,
National Fertilizers Limited,
Scope Complex Core-III,
Institutional Area,
Lodhi Road,
New Delhi- 110003.
Dear Sir,

Shri/Smt…… Director/Key Managerial Personnel (KMP) /Designated Person of National Fertilizers Limited furnish below the details of transaction(s) in the shares of National Fertilizers Limited during the financial year ……as well as shareholding as on 31st March……

Name & Designation of the Director/Key Managerial Personnel (KMP) /Designated Person:

Department of Designated Person:

Date of Joining/ becoming Director/Key Managerial Personnel (KMP) /Designated Person:

1. Details of transaction/shareholding in own name

No. of shares held as on -- (date of previous disclosure)	Date of transaction	Details of shares purchased during the year		Details of shares sold during the year		No. of shares held as on--- (date of present disclosure)	Folio/ DPID/ Client ID
		No.	Consideration (Rs)	No.	Consideration (Rs)		

II Details of transaction/shareholdings of dependent family members.

Name of the dependent family members	Relationship	No. of shares held as on 1.4.200	Details of shares purchased during the year		Details of shares sold during the year		No. of shares held as on 31.3.200	folioNo. / DPID/Cl .ID
			No.	Value (Rs)	No.	Value(Rs)		

Note: The above table shall be applicable with suitable modifications to disclosure for position taken in derivatives also.

I hereby confirm that i abide by the provisions of Cl.11 of the Code with regard to time norms for holding /buying/selling securities

Signature:

Date:
Place:

NATIONAL FERTILIZERS LIMITED
CIN NO: L74899DL1974GOI007417
SCOPE COMPLEX CORE-III, 7 INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI- 110003

APPENDIX-VII
PROFORMA FOR REGISTER OF PERIODS OF CLOSURE OF TRADING WINDOW
(CLAUSE 14.5(a))

S. No	PURPOSE	DATE OF NOTIFYING CLOSURE OF TRADING WINDOW	START DATE OF CLOSURE OF TRADING WINDOW	DATE OF NOTIFYING OPENING OF TRADING WINDOW	DATE OF OPENING OF TRADING WINDOW	REMARKS

NATIONAL FERTILIZERS LIMITED
CIN NO: L74899DL1974GOI007417
SCOPE COMPLEX CORE-III, 7 INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI- 110003

APPENDIX-VIII

REGISTER OF PRE-CLEARANCE FOR TRADING IN SECURITIES [Clause No.14.5 (b)]

Sl. NO	NAME	DESIGNATION	DEPARTMENT	DATE & TIME OF RECEIPT OF PRECLEARANCE APPLICATION	NATURE OF TRANSACTION (PURCHASE OR SALE)	ESTIMATED NUMBER OF SECURITIES INDICATED IN THE APPLICATION
1	2	3	4	5	6	7

ESTIMATED CONSIDERATI ON VALUE INDICATED IN THE APPLICATIO N	NAME OF THE DEPENDENT IF THE TRANSACTION IS IN THE NAME OF THE DEPENDENT/ RELATIONSHIP	DATE OF COMMUNICA TION OF THE CLEARANCE BY THE COMPLIANC E OFFICER	REASONS FOR NON CLEARANCE, IF NOT CLEARDED	DATE OF PLACEME NT BEFORE S/I-G COMMITTE E	NUMBER OF SECURITIES ACTUALLY TRADED, IF INTIMATED	REMAKRS
8	9	10	11	12	13	14

Note: The above table shall be applicable with suitable modifications to clearances given for trading in derivatives also.

NATIONAL FERTILIZERS LIMITED
CIN NO: L74899DL1974GOI007417
SCOPE COMPLEX CORE-III, 7 INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI- 110003

APPENDIX-IX [Clause 14.5 (c)]

REGISTER OF WAIVER OF RESTRICTION ON HOLDING INVESTMENT IN SECURITES

Sl.	*NAME*	*DESIGNATION*	*DEPARTMENT*	*NAME OF THE DEPENDENT, IF THE SHARES HELD IN THE NAME OF DEPENDENT*	*NUMBER OF SHRES*	*CONSIDER-ATION VALUE*	*REAS-ONS FOR WAI-VER*	*DATE OF WAIVER*	*REMARKS*
1	*2*	*3*	*4*	*5*	*6*	*7*	*8*	*9*	*10*

Note: The above table shall be applicable with suitable modifications to disclosure for position taken in derivatives also.

NATIONAL FERTILIZERS LIMITED
CIN NO: L74899DL1974GOI007417
SCOPE COMPLEX CORE-III, 7 INSTITUTIONAL AREA, LODHI ROAD, NEW DELHI- 110003

APPENDIX-X
[Clause 14.5 (d)]

REGISTER OF DESIGNATED PERSONS

S NO	NAME	DESIGNATION	DEPARTMENT	CPF NO.	DATE OF JOINING NATIONAL FERTILIZERS LIMITED	DATE OF BECOMING DESIGNATED PERSONS	DATE OF CESSATION AS DESIGNATED PERSONS	REMARKS

NATIONAL FERTILIZERS LIMITED
CIN NO: L74899DL1974GOI007417
SCOPE COMPLEX CORE-III, 7 INSTITUTIONAL AREA,LODHI ROAD, NEW DELHI- 110003

APPENDIX-XI
(Clause 14.5 (f))

REGISTER OF DISCLOSURE OF SHAREHOLDING BY Director/Key Managerial Personnel (KMP) /Designated Persons

Name & Designation of the Director/Key Managerial Personnel (KMP) /Designated Persons:

Department of Designated Persons:

Date of Joining/ becoming Director/Key Managerial Personnel (KMP) /Designated Persons:

Sl. No	INITIAL DISCLOSURE				
	DATE OF RECEIPT OF INFORMATION	NUMBER OF SECURITIES (NATIONAL FERTILIZERS LIMITED)	DATE OF ACQUISITION	CONSIDERATION VALUE (Rs.)	NAME OF THE DEPENDENT/ RELATIONSHIP IF SECURITIES HELD IN THE NAME OF DEPENDENT
1	2	3	4	5	6

CHANGE IN HOLDING					
DATE OF RECEIPT OF INFORMATION	NUMBER OF SECURITIES	DATE OF TRANSACTION	NATUE OF TRANSACTION (PURCHASE/SALE)	CONSIDERATION VALUE (Rs)	NAME OF THE DEPENDENT/ RELATIONSHIP IF SECURITIES HELD IN THE NAME OF DEPENDENT
7	**8**	**9**	**10**	**11**	**12**

YEAR END DISCLOSURE

DATE OF RECEIPT OF INFORMATION	NUMBER OF SECURITES	AGGREGATE VALUE (Rs)	NAME OF THE DEPENDENT/RELATIONSHIP IF SECURITIES HELD IN THE NAME OF Dependent	REMARKS
13	**14**	**15**	**16**	**17**

NATIONAL FERTILIZERS LIMITED
CIN NO: L74899DL1974GOI007417
SCOPE COMPLEX CORE-III, 7 INSTITUIONAL AREA,LODHI ROAD, NEW DELHI- 110003

APPENDIX- XII
(Clause 12.4)
Performa letter of intimate of pre- clearance

Date:

To
Name:
Designation:
Place:

This is to inform you that your request for dealing in (no.s) shares of the Company as mentioned in your application dated is approved. Please note that the said transaction must be completed on or before (date) i.e. within _____ trading days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date, you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company.

Further, you are required to file the details of the executed transactions in the attached format within 2 trading days from the date of transaction/deal. In case the transaction is not undertaken, a 'Nil' report shall be necessary.

Yours Faithfully,
For **National Fertilizers Limited**

Compliance Officer

Format for Disclosure by Designated Person

To,
The Compliance Officer,
National Fertilizers Limited

Dear Sir,

Pursuant to Clause- Schedule B, Clause (14) [Clause 13.13 of the Code], "Initial Disclosure/ Continual Disclosure" please find the requisite information for your record:

1. Name & PAN or any other identifier authorized by law of the following persons:			
S. No.	Name of the Immediate Relatives * AND Persons with whom the designated person shares a material financial relationship*	**PAN**	Phone, mobile & cell numbers which are used by the person

2. Names of educational institutions from which the designated person has studied#	

3) Names of past employers#	

**For definition of "immediate relative" & "material financial relationship" please refer to relevant Clauses of the Code.*
 # Information for Points 2 & 3 have to be provided only at the time of Initial Disclosure

I hereby declare that the particulars given above are true and in case of any change the same shall be disclosed to the Company as required.

Signature:	
Name:	
PAN :	
Designation:	
Department:	
Date:	
Place:	