

CODE OF CONDUCT

FOR

BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

1. INTRODUCTION

- 1.1 This Code of Conduct (“this Code”) shall be called “The Code of Conduct for Board Members and Senior Management Personnel” of National Fertilizers Limited hereinafter referred to as “the Company”.
- 1.2 This code is in alignment with Company’s Vision and Values to achieve the Mission & Objectives and aims at enhancing ethical and transparent process in managing the affairs of the Company.
- 1.3 The Company currently has Conduct, Discipline & Appeal Rules (“CDA Rules”), which govern the conduct of all permanent employees of the Company including Whole-time Directors but excluding Non Whole-time Directors and those governed by the Standing Orders under the industrial Employment (Standing Orders) Act, 1946. This Code for Board Members and Senior Management Personnel has now been framed specifically in compliance with the provision of Clause 49 of the Listing Agreements entered into by the Company with the Stock Exchanges. In respect of Whole-time Directors and Senior Management Personnel this Code is to be read in conjunction with the CDA Rules.
- 1.4 It shall come into force with effect from 27th October, 2005
- 1.5 The Board of Directors adopted this Code of Conduct and Ethics as a Testimony of its commitment to adhere to the standards of loyalty, honesty, integrity and the avoidance of conflict of interest.
- 1.6 This model code of conduct shall be reviewed by the Board from time to time in pace with the regulatory environment and any amendments to this Code shall be approved by the Board of Directors.

2. DEFINITION AND INTERPRETATION

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

- 2.1 The term “Board/Board of Directors” shall mean the Board of Directors of the Company.
- 2.2 The term “Board Members” shall mean the Members on the Board of Directors of the Company.
- 2.3 The term “Whole-time Directors” shall mean the Board Members who are in whole-time employment of the Company.

- 2.4 The term "Non-Whole-time Directors" shall mean the Board Members who are Part-time Directors and not in whole time employment of the Company.
- 2.5 The term "Senior Management Personnel" shall mean employees of the Company who are members of its core management team excluding Board of Directors and would comprise all Executive Directors, Chief General Managers, General Managers and other Functional Heads.
- 2.6 The term "Relative" shall mean 'relative' as defined in Section 2(41) and Section 6 read with Schedule IA of the Companies Act, 1956. (detailed in Appendix-1)
- 2.7 The term "Conflict of Interest" means where the interests or benefits of one person or entity conflict with the interests or benefits of the company.
- 2.8 The Term "Public Spokesperson" shall mean the Officer of the Company nominated as such under the Code of Corporate Disclosure Practices for Prevention of Insider Trading.

In this Code words importing masculine shall include feminine and words importing singular shall include plural or vice versa.

3. **APPLICABILITY**

This Code shall be applicable to the following persons:

- a) All Whole-time Directors
- b) All Non Whole-time Directors including Ex-officio Govt. Nominees unless specifically exempted from some provisions of this Code.
- c) Senior Management Personnel as defined in clause 2.5 of this Code.

4. **KEY REQUIREMENTS**

The Board Members and the Senior Management Personnel shall act within the authority conferred upon them, keeping the best interests of the Company in view and observe the following:

- i) Shall act with utmost care, skill diligence and integrity
- ii) Shall act in utmost good faith and fulfill the fiduciary obligations without allowing their independence of judgement to be compromised.
- iii) Shall not involve in taking any decision prejudicial to the interest of the Company on a subject matter in which a conflict of interest arises or which in his opinion is likely to arise.

Shall make disclosures to the Board relating to all material financial and commercial transactions, if any, where they have personal interest, that may have a potential conflict with the interest of the company at large.

- iv) Shall not, in his official capacity, enter into business with (a) a relative or (b) a Private Limited Company in which he or his relative is a Member or a Director (c) a Public-Limited Company in which he or his relative holds 2% or more paid-up share capital and (d) with a firm in which the relative is a partner, except with the prior approval of the Board unless otherwise permitted by law.
- v) Shall avoid having any personal and/or financial interest in any business dealings concerning the Company.
- vi) Shall avoid any dealing with a Contractor or Supplier that compromises the ability to transact business on a professional, impartial and competitive basis or that may influence discretionary decision to be made by the Board Members/Senior Management Personnel/Company.
- vii) Shall not hold any position or job or engage in outside business or other interest that is prejudicial to the interests of the Company.
- viii) Shall not exploit for their own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Board of Directors of the Company and the Board declines to pursue such opportunity and allow him to avail such opportunity.
- ix) Shall not seek or accept, directly or indirectly any gift save otherwise provided under the CDA Rules of the Company.
- x) Shall not make any public statement which has the effect of adverse criticism of any policy or action of the Govt. or of the Company or which is capable of embarrassing the relations between the Company and the public including all the stakeholders.
- xi) Shall not commit any offence involving moral turpitude.

5. **COMPLIANCE OF LAW**

The Board Members and Senior Management Personnel shall comply with all laws, rules and regulations relating to the business of the Company.

6. OTHER DIRECTORSHIPS

Unless specifically permitted by the Board, the Board Members and Senior Management Personnel shall not serve as Director of any other Company or as Partner of a Firm that is engaged in a business competing with the Company or who is a competitor in the main business of NFL. This clause is not applicable to Ex-officio Government Nominee Directors.

Senior Management Personnel shall obtain prior approval of the Chairman & Managing Director of the Company for accepting Directorship of any other company or partnership of a firm.

The Board Members and Senior Management Personnel shall not accept any appointment or post, whether advisory or administrative, in any company or firm, whether Indian or Foreign, with which the Company has or had business relations, within two years from the date of cessation of Directorship/service of the Company unless approved by the Govt. in case of Whole-time Directors, Board of Directors in case of Non Whole-time Directors and the Chairman & Managing Director in case of Senior Management Personnel.

7. PREVENTION OF INSIDER TRADING

The Board Members and Senior Management Personnel shall comply with the Code of Internal Procedures and conduct for prevention of insider Trading in dealing with securities of the Company.

8. CORPORATE DISCLOSURE PRACTICES

The Code on Corporate Disclosure Practices regulates disclosure of “Unpublished Price Sensitive Information”. The Public Spokesperson is responsible for overseeing and co-ordinating disclosure of “Unpublished Price Sensitive Information” to stock exchanges, analysts, shareholders and media including drafting of the press release or the text of the information to be posted on the Company’s web-site/released to the press with the approval of the Director (Finance). No person except the Public Spokesperson or those authorized by the Public Spokesperson, shall disclose any information relating to the Company’s Securities to analysts/research persons and institutional investors. The Board Members and Senior Management Personnel shall comply with the Code of Corporate Disclosure Practices.

9. RELATED PARTY DISCLOSURES

The Board Members and Senior Management Personnel shall make disclosure of related party transactions to the Board of Directors in the format provided under Accounting Standard 18 (AS-18) (Appendix II) issued by the Institute of Chartered Accountants of India (ICAI) and/or any modification or recodification thereof.

10. CONFIDENTIALITY OF INFORMATION

Subject to the Code of Corporate Disclosure Practices as may be prevalent in the Company from time to time any information concerning the Company's business, its customers, suppliers, etc. to which the Board Members and Senior Management Personnel have access or which are in their possession, must be considered confidential and held in confidence. No Board Member and Senior Management Personnel shall provide any information either formally or informally, to the press or any other media, unless specifically authorized. Provided that Board Members and Senior Management Personnel shall in consultation/under intimation to the Public Spokesperson of the Company be free to disclose such information which is:

- a) part of the public domain at the time of disclosure; or
- b) authorized or required to be disclosed pursuant to a decision of the Board or any of its Sub-Committees; or
- c) required to be disclosed in accordance with applicable laws, rules, regulations, guidelines, or directions from the Ministry of Power.

11. PROTECTION OF ASSETS

The Board Members and Senior Management Personnel shall protect the Company's assets including physical assets, information and intellectual rights and shall not use the same for personal gain.

12. AMENDMENTS TO THE CODE

The provisions of this Code can be amended/modified by the Board of Directors of the Company from time to time and all such amendments/modifications shall take effect from the date stated therein.

13. PLACEMENTS OF THE CODE ON WEBSITE

Pursuant to Clause 49 of the Listing Agreement, this Code and any amendment thereto shall be hosted on the website of the Company.

14. ANNUAL COMPLIANCE REPORTING

- 14.1 In terms of Clause 49 of the Listing Agreement, all Board Members and Senior Management Personnel shall affirm compliance of this Code within 30 days of close of every financial year. The Annual Report of the company shall contain a declaration to this effect signed by the Chairman & Managing Director. A proforma of Annual Compliance Report is at Appendix-III. The Annual Compliance Report shall be forwarded to the Company Secretary. If any Director/Senior Management Personnel leaves the Company any time during a financial year, he shall send a communication to

Company Secretary affirming compliance of the Code till the date of his association with XXXX.

- 14.2 The Chairman & Managing Director of the Company and the Whole Time Finance Director or any other person heading the finance function shall certify to the Board that there are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of this Code.

15. ENFORCEMENT OF CODE OF CONDUCT

Each Board Member and Senior Management Personnel shall be accountable for fully complying with this Code.

16. CONSEQUENCES OF NON-COMPLIANCE OF THIS CODE

- 16.1 In case of breach of this Code by the Non Whole-time Directors, the same shall be considered by the Board of Directors for initiating appropriate action, as deemed necessary.
- 16.2 In case of breach of this Code by the Whole-time Directors and Senior Management Personnel, the same shall be dealt with in accordance with the CDA Rules of the Company.

17. ACKNOWLEDGEMENT OF RECEIPT OF THE CODE

All Board Members and Senior Management Personnel shall acknowledge receipt of this Code or any modification(s) thereto, in the acknowledgement form as at Appendix-IV and forward the same to the Company Secretary indicating that they have received, read, understood and agreed to comply with this code.

NATIONAL FERTILIZERS LIMITED

APPENDIX-I

CODE OF CONDUCT
FOR
BOARD MEMBERS AND SENIOR MANAGEMENT PERSONAL
EXTRACT OF SECTION 6 OF THE COMPANIES ACT, 1956

Meaning of “relative”

6. A person shall be deemed to be a relative of another if, and only if:
- (a) they are members of a Hindu undivided family; or
 - (b) they are husband and wife; or
 - (c) the one is related to the other in the manner indicated in Schedule IA.

SCHEDULE 1A

LIST OF RELATIVES

1. Father
2. Mother (including step-mother)
3. Son (including step-son)
4. Son's wife.
5. Daughter (including step-daughter).
6. Father's father
7. Father's mother
8. Mother's mother
9. Mother's father
10. Son's son
11. Son's son's wife
12. Son's daughter
13. Son's daughter's husband
14. Daughter's husband
15. Daughter's son
16. Daughter's son wife
17. Daughter's daughter
18. Daughter's daughter's husband
19. Brother (including step-brother)
20. Brother's wife
21. Sister (including step sister)
22. Sister's husband

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APPENDIX-II

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONAL

The Board Members and Senior Management Personnel shall disclose the following, in respect of all transactions with related parties, as covered in AS-18 issued by ICAI:

- i) The name of the transacting related party;
- ii) A description of the relationship between the parties;
- iii) A description of the nature of transactions;
- iv) Volume of the transactions either as an amount or as an appropriate proportion;
- v) Any other elements of the related party transactions necessary for an understanding of the financial statements.

Signature.....

Name

Designation.....

Date.....

Place.....

Note: The following are examples of the related party transactions in respect of which disclosures may be made by a Board Members and Senior Management Personnel:

- Purchases or sales of goods (finished or unfinished);
- Purchases or sales of fixed assets;
- Rendering or receiving of services;
- Agency arrangements;
- Leasing or hire purchase arrangements;
- Transfer or research and development;
- Licence agreements;
- Finance (including loans and equity contributions in cash or in kind);
- Guarantees and collaterals; and
- Management contracts including for deputation of employees.

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APPENDIX-III

**CODE OF CONDUCT
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ANNUAL COMPLIANCE REPORT***

I..... do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the **CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL** during the financial year ending 31st March, 200____.

Signature.....

Name

Designation.....

Date.....

Place.....

***To be submitted by 30th April each year.**

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APPENDIX-IV

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

ACKNOWLEDGEMENT FORM

I....., have received and read the Company's "CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL ("this Code"). I have understood the provisions and policies contained in this Code and I agree to comply with this Code.

Signature.....

Name

Designation.....

Date.....

Place.....