

NATIONAL FERTILIZERS LIMITED

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, Values and Culture 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 _____ (from the date of the approval by the Board)
- 1.5 The Board of Directors adopted this Code of Conduct as a testimony of its commitment to perform their roles, functions and duties as specified in law and adhere to the standards professional conduct, governance , transparency, 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(77) of the Companies Act, 2013 read with Rule 4 of the Companies (Specification of definitions details) Rules, 2014. (Refer Appendix-I)
- 2.7 The term “Conflict of Interest” means where the interests or benefits of one person or entity is in 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 the 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) Key Managerial Personnel as defined in the Companies Act 2013.
- d) Senior Management Personnel as defined in clause 2.5 of this Code.

4. Contents of Code

Part I - General Moral Imperatives

Part II - Specific Professional Responsibilities

Part III - Specific Additional Provisions

PART I

GENERAL MORAL IMPERATIVES

5. Contribute to society and human well being

- 5.1 This principle concerning the quality of life of all people, affirms an obligation to protect fundamental human rights and to respect the diversity of all cultures. We must attempt to ensure that the products of our efforts will be used in socially responsible ways, will meet social needs and will avoid harmful effects to health and welfare of others. In addition to a safe social environment, human well-being includes a safe natural environment.
- 5.2 Therefore, all Board Members and Senior Management Personnel who are accountable for the design, development, manufacture and promotions of company's products, must be alert to, and make others aware of, both a legal and a moral responsibility for the safety and the protection of human life and environment.

6. Be honest and trustworthy & Practice Integrity

- 6.1 Integrity and Honesty are essential components of trust. Without trust an organization cannot function effectively.
- 6.2 All Board Members and Senior Management Personnel are expected to act in accordance with highest standards of personal and professional integrity, honesty and ethical conduct, while conducting company's business.

7. Be fair and take action not to discriminate

The value of equality, tolerance, respect for others, and the principles of equal justice govern this imperative. Except as specifically provided under law, discrimination on the basis of race, sex, religion, age, disability, national origins or other such factors, is an explicit violation of this code.

8. 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:

part of the public domain at the time of disclosure; or authorized or required to be

disclosed pursuant to a decision of the Board authorized or required to be disclosed or any of its Sub-Committees; or required to be disclosed in accordance with applicable laws, rules, regulations, guidelines, or directions from the Ministry of Power.

9. Pledge & Practice

- 9.1. To strive continuously to bring about integrity and transparency in all spheres of the activities.
- 9.2. Work unstintingly for eradication of corruption in all spheres of life.
- 9.3. Remain vigilant and work towards growth and reputation of the Company
- 9.4. Bring pride to the organization and provide value based services to Company's stakeholders.
- 9.5. Do duty conscientiously and without fear or favour.

PART II

SPECIFIC PROFESSIONAL RESPONSIBILITIES

10. Live by the Company's Vision, Mission and Values-each day

All Directors and Senior Management personnel shall live by the Company's Vision, Mission and Values-each day.

11. Strive to achieve the highest quality, effectiveness and dignity in both the processes and products of professional work

Excellence is perhaps the most important obligation of a professional. Everyone, therefore, should strive to achieve the highest quality, effectiveness and dignity in their professional work.

12. Acquire and maintain professional competence

Excellence depends on individuals who take responsibility for acquiring and maintaining professional competence. All are, therefore, expected to participate in setting standards for appropriate levels of competence, and strive to achieve those standards.

13. 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.

14. Accept and provide appropriate professional review

Quality professional work depends on professional reviewing and critiquing. Whenever appropriate, individual members should seek and utilize peer review and provide a critical review of their work. They shall also keep the Board informed in an appropriate and timely manner any information in the knowledge of the member which is related to the decision making or is otherwise critical for the company.

15. Manage personnel and resources to enhance the quality of working life

Organizational leaders are responsible for ensuring that a conducive environment is created for fellow employees to enable them to deliver their best. The Board Members and Senior Management Personnel would be responsible for ensuring human dignity of all employees, would encourage and support the professional development of the employees of the Company by providing them all necessary assistance and cooperation, thus enhancing the quality of working.

16. Be upright and avoid any inducements

The Board Members and Senior Management Personnel shall not, directly or indirectly, through their family and other connections, solicit any personal fee, commission or other form of remuneration arising out of transactions involving Company. This includes gifts or other benefits of significant value, which might be extended at times, to influence business for the organization or awarding a contract to an agency etc.

17. Observe Corporate Discipline

Company's flow of communication is not rigid and people are free to express themselves at all levels though there is a free exchange of opinions in the process of arriving at a decision, but after the debate is over and a policy consensus has been established, all are expected to adhere and abide by it, even when in certain instances one may not agree with it individually. In some cases policies act as a guide to action, in others they are designed to put a constraint on action.

All must learn to recognize the difference and appreciate why they need to observe them.

18. Conduct in a manner that reflects credit to the Company

All are expected to conduct themselves, both on and off-duty, in a manner that reflects credit to the Company. The sum total of their personal attitude and behavior has a bearing on the standing of Company and the way in which it is perceived within the organization and by the public at large.

19. Be accountable to Company's stakeholders

All of those whom we serve, be it our Customers, without whom the Company will not be in business, the Shareholders, who have an important stake in Company's business, the Employees, who have a vested interest in making it all happen, the Vendors, who support the Company to deliver in time and Society to which Company is responsible

for its actions - are stakeholders of NFL. All, therefore, must keep in mind at all times that they are accountable to Company's stakeholders.

20. Prevention of Insider Trading

The Company has adopted Code of Conduct for Prevention of Insider Trading to preserve the confidentiality of unpublished price sensitive information. The Board members and Senior Management Personnel shall comply with the said Code, which is available on the website of the company: www.nationalfertilizers.com

21. Identify, Mitigate And Manage Business Risks

It is everybody's responsibility to follow Company's Risk Management Framework to identify the business risks that surround Company's function or area of operation and to assist in the company-wide process of managing such risks, so that Company may achieve its wider business objectives.

22. 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.

Part III

SPECIFIC ADDITIONAL PROVISIONS

23. As Senior Management Personnel

23.1 They shall be accountable for their performance in conformity with established norms of conduct and shall ensure that there is no extravagance in expenditure.

23.2 Senior Management personnel of the company shall make disclosure to the Board relating to all material, financial and commercial transactions where they have personal interest that may have potential conflict with the interest of the company (e.g dealing in company's shares, commercial dealings with bodies, which have shareholding of management and their relatives, etc.

24. As Board Members

24.1 They shall undertake to inform the Chairman & Managing Director / Company Secretary of the Company of any changes in their other Board positions, relationship with other business and other events / circumstances / conditions that may interfere with their ability to perform Board / Board Committee duties or may impact the

judgment of the Board as to whether they meet the independence requirements of Listing Agreement with Stock Exchanges.

24.2 They shall undertake that without prior approval of the disinterested members of the Board, they will avoid apparent conflict of interest. Conflict of interest may exist when they have personal interest that may have a potential conflict with the interest of the Company at large. Illustrative cases can be:

(i) Related Party Disclosures

The Board Members shall make disclosure to the Board of Directors and Senior Management Personnel shall make disclosure to the Chairman and Managing Director/Competent Authority as per provision of the Companies Act, 2013 and Rules/Regulations made there under.

(ii) 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/ Competent authority of the Company for accepting Directorship of any other company or partnership of a firm.

(iii) Consultancy/Business/Employment: Engaging in any activity (be it in the nature of providing consultancy service, carrying on business, accepting employment) which is likely to interfere or conflict with their duties / responsibilities towards Company. They should not invest or associate themselves in any other manner with any supplier, service provider or customer of the company.

(iv) Use of Official position for personal gains: Should not use their official position for Personal gains.

24.3 They shall undertake to actively participate in meetings of the Board / Committees on which they serve.

24.4 They shall disclose to the Board, any personal interest that they may have regarding any matter that may come before the Board and abstain from discussion, voting or otherwise influencing a decision on any matter in which the concerned Director has or may have such an interest.

24.5 They shall act in accordance with and perform their duties as specified under Sec 166 of the Companies Act, 2013 and given as Annexure IV.

24.6 Independent Directors shall also abide by the Guidelines of Professional Conduct and perform their Duties as specified in Schedule IV (Code of Independent

Directors) of Companies Act, 2013 and reproduced as Annexure V & VI respectively.

- 24.7 They shall undertake to make necessary disclosures required to be made under the Companies Act, 2013 and Listing Agreement.

25. Compliance with the Code of Business Conduct & Ethics

- 25.1 All Members of the Board / Senior Management of Company shall uphold and promote the principles of this code.

The future of the organization depends on both technical and ethical excellence. Not only it is important for Board Members / Senior Management Personnel to adhere to the principles expressed in this Code, each of them should encourage and support adherence by others.

- 25.2 Treat violations of this code as inconsistent association with the organization:

If any of Board Members and Senior Management Personnel does not follow this code, the matter would be reviewed by the Board and its decision shall be final. The Company reserves the right to initiate appropriate action against the defaulter, as deemed necessary.

26. Consequences of Non-Compliance of this Code

- 26.1 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.

- 26.2 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.

27. Continual Updation of the Code

This code is subject to continuous review and updation in line with any changes in law, changes in company's philosophy, vision, mission, values, business plans or otherwise as may be deemed necessary by the Board and all such amendments / modifications shall take effect from the date stated therein.

28. Annual Compliance Reporting

- 28.1 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 Report of the company shall contain a declaration to this effect signed by the Chairman & Managing Director. A proforma of annual Compliance Report is annexed to this code as Appendix-II. 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 National Fertilizers Limited.

- 28.2 The Chairman & Managing Director of the Company and the Director (Finance) 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.

29. 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.

30. Enforcement of Code of Conduct

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

31. Acknowledgement of Receipt of the Code

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

32. Placements of the Code on Website

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

33. Clarifications Regarding the Code

Any member of the Board or Senior Management personnel requiring any clarification regarding this code of conduct may contact Company Secretary.

34 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:

- 34.1 Shall act with utmost care, skill diligence and integrity
- 34.2 Shall act in utmost good faith and fulfill the fiduciary obligations without allowing their independence of judgment to be compromised.
- 34.3 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.
- 34.4 Shall have to abide by the provisions relating to related party transactions as enshrined in the Companies Act, 2013 and Listing Agreement to avoid any conflict of interest.
- 34.5 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.
- 34.6 Shall not disclose and avoid having any personal and/or financial interest in any, business dealings concerning the Company.
- 34.7 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.
- 34.8 Shall not hold any position or job or engage in outside business or other interest that is prejudicial to the interests of the Company.
- 34.9 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.
- 34.10 Shall not seek or accept, directly or indirectly any gift save otherwise provided under the CDA Rules of the Company.
- 34.11 Shall not make any 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 or the management of the company and its employees, including all the stakeholders.
- 34.12 Shall not do any act which may constitute moral turpitude or opposed to public policy.
- 34.13 Shall follow the risk management framework established by the Company.
- 34.14 Shall ensure workplace free of discrimination & harassment based on race, colour, religion, age, gender, national origin, disability, veteran status, or any other biases.

- 34.15 Shall not use IT system of the Company for purposes that may be regarded as derogatory, defamatory or obscene or otherwise & Protection and security of IT systems.
- 34.16 Shall be accountable to the stakeholders i.e. shareholders, debtors, creditors, Government etc. in discharge of the duties of the Company.
- 34.17 Shall not contribute (whether directly or indirectly) any funds, credit, property or services of the Company to any Political Parties.
- 34.18 Shall act in a socially responsible manner, within the applicable laws, rules and regulations, customs and traditions of the countries in which the Company operates.
- 34.19 Shall act in accordance with the Vision, Mission and Values of the Company.
- 34.20 To promote alertness & awareness for safety and the protection of human life and environment.
- 34.21 Conduct them in a professional, courteous and respectful manner and not take improper advantage of their position.
- 34.22 Not to use any information or opportunity received by them in their capacity as Directors in a manner that would be detrimental to the Company's interest;
- 34.23 Not to use the Company's property or position for personal gain.
- 34.24 Act in a manner to enhance and maintain the reputation of the Company;
- 34.25 Disclose any personal interest that they may have regarding any matters that may come before the Board and abstain from discussion, voting or otherwise influencing a decision on any matter in which the concerned Director has or may have such an interest;
- 34.26 Not to use any information or opportunity received by them in their capacity as Directors in a manner that would be detrimental to the company's interests.
- 34.27 Help create and maintain a culture of high ethical standards and commitment to compliance;
- 34.28 Keep the Board informed in an appropriate and timely manner any information in the knowledge of the member which is related to the decision making or is otherwise critical for the company.
- 34.29 Treat the other members of the Board and other persons connected with the Company with respect, dignity, fairness and courtesy.
- 34.30 Shall ensure that recording, reporting, Billing of transactions be made as per the requirements of the Law.
- 34.31 Customer, Supplier, Vendors, Community and all stakeholders shall have the prompt and courteous service and Company shall have proper communication system for community and media.

35. Duties Of Directors

The Director(s) of a company shall:

- 35.1 act in accordance with the articles of the company.
- 35.2 act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- 35.3 exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- 35.4 not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- 35.5 not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- 35.6 not assign his office as Director and any assignments so made shall be void.

36. Duties Of Independent Directors

The Independent Directors shall:

- 36.1 undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- 36.2 seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- 36.3 strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- 36.4 participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- 36.5 strive to attend the general meetings of the company;
- 36.6 where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- 36.7 keep themselves well informed about the company and the external environment in which it operates;

- 36.8 not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 36.9 pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- 36.10 ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- 36.11 report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- 36.12 acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- 36.13 not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.
- 36.14 uphold ethical standards of integrity and probity;
- 36.15 act objectively and constructively while exercising his duties;
- 36.16 exercise his responsibilities in a bona fide manner in the interest of the company
- 36.17 devote sufficient time and attention to his professional obligations for informed and balanced decision making.
- 36.18 not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making sufficient time and attention to his professional obligations for informed and balanced decision making.
- 36.19 not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- 36.20 refrain from any action that would lead to loss of his independence;
- 36.21 where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- 36.22 assist the company in implementing the best corporate governance practices.
- 36.23 help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- 36.24 bring an objective view in the evaluation of the performance of board and management;

- 36.25 scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- 36.26 satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- 36.27 Safeguard the interests of all stakeholders, particularly the minority shareholders;
- 36.28 balance the conflicting interest of the stakeholders;
- 36.29 determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management
- 36.30 Moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

NATIONAL FERTILIZERS LIMITED

APPENDIX-I

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

EXTRACT OF SECTION 2(77) OF THE COMPANIES ACT, 2013

Section 2(77) – “relative”, with reference to any person, means anyone who is related to another, if:

- (i) they are members of a Hindu Undivided Family;
- (ii) they are husband and wife; or
- (iii) one person is related to the other in such manner as may be prescribed.

Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014

LIST OF RELATIVES

A person shall be deemed to be the relative of another, if he or she is related to another in the following

manner, namely:-

- (1) Father:
 (“Father” includes step-father)
- (2) Mother:
 (“Mother” includes the step-mother)
- (3) Son:
 (“Son” includes the step-son)
- (4) Son’s wife
- (5) Daughter
- (6) Daughter’s husband
- (7) Brother:
 (“Brother” includes the step-brother)
- (8) Sister:
 (“Sister” includes the step-sister)

NATIONAL FERTILIZERS LIMITED

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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NATIONAL FERTILIZERS LIMITED

APPENDIX-III

**CODE OF CONDUCT
FOR
BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL
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.**

NATIONAL FERTILIZERS LIMITED

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.....