

CIN : L74899DLI974GOI007417
Corporate Office :
A-11, Sector-24, NOIDA - 201 301
Distt. : Gautam Budh Nagar (U.P.)
Phone : 0120-2412294, 2412445, 3292201-08
Fax : 0120-2412397
Website : <http://www.nationalfertilizers.com>



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

कारपोरेट कार्यालय :
ए-11, सैक्टर-24, नौएडा - 201 301
जिला गौतम बुद्ध नगर (उ०प्र०)
दूरभाष : 0120-2412294, 2412445, 3292201-08
फैक्स : 0120-2412397



नेशनल फर्टिलाइजर्स लिमिटेड
(भारत सरकार का उपक्रम)

NATIONAL FERTILIZERS LIMITED
(A GOVERNMENT OF INDIA UNDERTAKING)

NO.NFL/SEC/SE/ 6262

Dated 11th July, 2016

Asstt.Vice President (Listing)
Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, Plot No.C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai-400051.

Sub: Quarterly compliance report on Corporate Governance regarding.

Dear Sir,

We are enclosing Corporate Governance Compliance Report for the quarter ending 30th June, 2016 for your information please.

Thanking you,

Yours faithfully,
For National Fertilizers Ltd.

(Raj Kumar)
Company Secretary

Encl : As above.



Format to be submitted by listed entity on quarterly basis

ANNEXURE-I

1. Name of Listed Entity : National Fertilizers Limited
2. Quarter ending : 30th June, 2016

I. Composition of Board of Directors

Title (Mr./ Ms)	Name of the Director	PAN ^s & Din	Category (Chairperson/Executive/ Non-Executive/independent/ Nominee) ⁸	Date of Appointment in the current term/ cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Manoj Mishra	AAJPM6040K 06408953	Chairperson - Executive	Appointment - 03/06/2015		2		
Mr.	M. Sagar Mathews	ACYPS5519A 02820429	Executive	Appointment - 23/09/2015		1	1	
Mr.	Rajiv Kumar Chandlok	AACP6670L 05146544	Executive	Appointment - 10/02/2015		1	1	
Mr.	Dharam Pal	AAFPP2640C 02354549	Govt. Nominee - Non - Executive	Appointment - 09/02/2016		2	1	
Mr.	Vinod Kumar Thakral	AAXP8993N 00402959	Govt. Nominee - Non - Executive	Appointment - 09/02/2016		3		
Mr.	**Vikram	AAKPS1979A	Non -	Cessation	06/05/2013			

R. Kumar

श्री सुनील कुमार
काशी सिंह
Company Secretary
National Fertilizers Limited

1/6



Srivastava	06541689	executive-Independent	05/05/2016	-	05/05/2016	1	1	1
Mr. **M. Raman	AABPR9315A 01226770	Non - executive - Independent	Cessation - 05/05/2016	-	06/05/2013 05/05/2016	1	1	
Mr. Gurinderjit Singh Sandhu	ACNPPS8334A 01790828	Non - executive - Independent	Appointment - 21/02/2014	-	21/02/2014 Continuing	1		1

*PAN number of any director would not be displayed on the website of Stock Exchange

*Category of directors means executive/non-executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

** Shri Vikram Srivastava and Shri M. Raman ceased to be Directors of NFL with effect from 05th May, 2016 on completion of their tenure and also from the membership of NFL Board Committees from that date. Nomination & Remuneration Committee And Stakeholders Relationship Committee are being reconstituted.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	a) Gurinderjit Singh Sandhu	Chairperson
	b) Dharam Pal	-Non Executive -Independent
	c) M. Sagar Mathews	-Non Executive -Govt. Nominee Executive

R. Kumar



2. Nomination & Remuneration Committee	d) *Vikram Srivastava	Member -Non Executive -Independent
	e) *M. Raman	Member -Non Executive -Independent
3. Stakeholders Relationship Committee	a) Gurinderjit Singh Sandhu	Chairperson -Non Executive -Independent
	b) Manoj Mishra	Executive
	c) *M. Raman	Member -Non Executive -Independent
	d) *Vikram Srivastava	Member -Non Executive -Independent
	a) *Vikram Srivastava	Chairperson -Non Executive -Independent
	b) Rajiv Kumar Chandlok	Executive

*Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separation them with hyphen

* Shri Vikram Srivastava and Shri M.Raman ceased to be Directors of NFL with effect from 05th May, 2016 on completion of their tenure and also from the membership of NFL Board Committees from that date. Nomination & Remuneration Committee and Stakeholders Relationship Committee are being reconstituted.

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive Meetings (in number of days)
13/01/2016	22/04/2016	62 Days (19/02/2016 – 22/04/2016)

R. Kumar

राज कुमार/RAJ KUMAR
 कंपनी सचिव
 Company Secretary
 नेशनल फर्टिलाइजर्स लिमिटेड
 National Fertilizers Limited



09/02/2016		23/05/2016	
19/02/2016			

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
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A) Audit Committee

22/04/2016	Yes	08/02/2016	73 Days (08/02/2016 – 22/04/2016)
23/05/2016	Yes		

*This information has to be mandatorily be given for audit committee, for rest of the committee giving this information is optional.

V. Related Party Transactions

Subject	Compliance status(Yes/No/NA) <small>Refer note below</small>
Whether prior approval of audit committee obtained	N.A.
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

Note

राज कुमार/RAJ KUMAR
 कंपनी सचिव
 Company Secretary

राज कुमार/राज कुमार
 National Fertilizers Limited

4/6

R. Kumar



<p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulation, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transaction, the words "N.A." may be given here.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>							
<p>VI. Affirmations</p> <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p>	<p>Remarks</p> <p>No. As on 30.06.2016, The Company had 6 Directors as below:</p> <table border="0"> <tr> <td>Functional</td> <td>3</td> </tr> <tr> <td>Govt. Nominee</td> <td>2</td> </tr> <tr> <td>Independent</td> <td>1</td> </tr> </table> <p>NFL is a Government Company. The Company is pursuing with the Administrative Ministry to reconstitute its Board as per the SEBI/DPE guidelines to make the nominations for appointment of Functional/Independent Directors. Company did not have Woman Director from 01/03/2015 onwards. However on receipt of nomination from Department of Fertilizers(DoF), appointment of a Woman Director has been approved w.e.f. 01.07.2016.</p>	Functional	3	Govt. Nominee	2	Independent	1
Functional	3						
Govt. Nominee	2						
Independent	1						
<p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p>	<p>NO</p> <p>NO</p> <p>NO</p> <p>N.A.</p> <p>Consequent upon appointment of more Independent Director on 01.07.2016 reconstitution of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee is under process.</p>						

R. Atteman

5/6

<p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p>	<p>Yes</p>
<p>4. The meetings of the board of directors and the above Committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p>	<p>Yes</p>
<p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here :</p>	<p>Corporate Governance Report for the quarter ended 31st March, 2016 was placed before the board on its meeting held on 22nd April, 2016. Report for the Quarter ended 30th June, 2016 shall be placed before Board of Directors in due course.</p>
<p> Name & Designation <u>R. Kumar</u> सुभाष राव कुमार कम्पनी सचिव Company Secretary नेशनल फर्टिलाइजर्स लिमिटेड Company Secretary / Compliance Officer / Director / CEO Company Secretary / Compliance Officer / Director / CEO </p>	