



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.)

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CORPORATE POLICY ON PRESERVATION OF DOCUMENTS

(Pursuant to Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1.0 Legal Framework

Securities and Exchange Board of India (“SEBI”), *vide* its Notification dated September 2, 2015, has issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Regulations”) which mandates listed entities to formulate a policy for Preservation of Documents of the Company.

Accordingly, the policy for Preservation of Documents has been framed by the National Fertilizers Limited. This policy shall be called “Preservation of Documents Policy”. In short it can also be called as “NFL PDP”

2.0 Applicability

This Policy shall be applicable to all documents of National Fertilizers Limited maintained at Registered Office including Corporate Office, Units, Central Marketing Office, Zonal and Area Offices etc., which are required to be maintained as per the statutory requirements of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Prohibition of Insider Trading) Regulations.

EFFECTIVE DATE

This Policy shall be effective from 31st March, 2016.

3.0 Purpose

The purpose of this Policy is to ensure that all the necessary documents and records of the Company are adequately protected and preserved as per the statutory requirements and to minimize the risk of loss of records. The policy is to prevent statutory records and documents as mentioned in various provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations and such other acts, rules and regulations specially applicable to the company.

“Preservation” is the means by documents/records are protected for the present or future use. The objective of preservation is to minimize the risk of loss of records and slowing down, as much as possible, the process of physical deterioration which affect most archive materials.

4.0 Administration

The Compliance Officer of the Company (“Herein after known as “Authorized person”) shall be in-charge of administration of this Policy and the implementation process and procedures.

5.0 Definitions

“Documents” shall mean and include books, papers, registers, vouchers, books of account etc, which are mentioned in Annexure 1, Annexure 2, Annexure 3, Annexure 4 and/or Annexure 5 attached to this policy.

All other words and expressions used but not defined in this policy, but defined in the Act or the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

6.0 Classification of Documents

The company has classified the preservation of documents in the following manner:

- a. Documents that need to be preserved and retained permanently (Annexure 1);
- b. Documents that need to be preserved and retained for a period of 8(eight) years. (Annexure 2);
- c. Other documents and their Preservation Period (Annexure 3);
- d. Documents and their Mandatory Preservation Period as per SEBI(Prohibition of Insider Trading) Regulations, 2015.(Annexure 4);
- e. Maintenance of Records of Disclosure made by various Events/Information under Listing Regulations, 2015. (Annexure 5).

7.0 Mode of Preservation

The documents mentioned at point No. 6 can be maintained by the Company in physical or electronic, if permitted under the applicable Acts/Rules/Regulations.

8.0 Destruction

The documents of the Company which are no longer required as per the time schedule prescribed in the Annexure 2, 3, 4 and 5 may be destroyed. The Head of respective functional department may direct employees in charge from time to time to destroy the documents. The details of the documents destroyed by the Company shall be recorded in the Register for Disposal of Records to be kept by Employees who are disposing off the documents in the format prescribed at Annexure 6. The entries in the register shall be authenticated by the head of respective functional department.

Where the Company has been served with any Notice requisitioning documents, from any of the Statutory Authorities or any Litigation is commenced by or against the Company, in such cases the destruction of the related documents shall be suspended till such time the matter is settled or resolved or disposed off finally.

9.0 Role and Responsibility

The Heads of respective functional departments of the Company shall be responsible for maintenance, preservation and destroying of documents mentioned under this policy, subject to the provisions of this Policy in respect of the areas of operations falling under them and further he shall ensure that there is no tampering, alteration, destruction or anything which endangers the content, authenticity, utility or accessibility of the documents.

10.0 Disclosure

The Company shall disclose this Policy on its website and a web link thereto shall be provided in the Annual Report.

11.0 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.

Documents whose preservation shall be permanent in nature

Sl No.	Nature of Documents
1.	Documents filed in physical/electronic form relating to incorporation, and matters incidental thereto.
2.	Common Seal
3.	Licenses & Statutory Approvals
4.	Registers of loan, investment guarantee or security given under section 186 shall be maintained in Form MBP-2. The above specifically mentioned register can be maintained either manually or in electronic mode.
5.	Register of investment made by the Company but not in its own name under section 187 shall be maintained in Form MBP 3.
6.	Register of Charges
7.	Register of Contract or arrangement in which directors are interested. The Register shall be maintained in Form MBP-4.
8.	Register of renewed and Duplicate Share Certificates. The Register shall be maintained in Form SH 2.
9.	Register of Members along with Index including Foreign Register
10.	Minutes Books of Board Meetings, Board Committees and General Meetings including minutes of resolution passed by Postal Ballot.
11.	Scrutinizers Reports and other related papers
12.	Annual Reports
13.	All files of the past and present Directors of the company containing their appointment letters and other material and important correspondences.
14.	Any other document, register, certificates etc that may be required to be preserved permanently in terms of the Companies Act, 2013 and/or SEBI Regulations.

Documents with preservation period of not less than eight financial years

<u>Sl No.</u>	<u>Nature of Documents</u>	<u>Period for preservation</u>
1.	Copies of Annual Return and copies of all certificates and documents required to be annexed with the annual return.	For a period of eight (8) years from the date of filing with the ROC
2.	Register of debenture holders or any other security holders along with their index including foreign register, if any.	For a period of eight (8) years from the date of redemption.
3.	Notice of Disclosure of interest by directors. The disclosure shall be in Form MBP-1.	For a period of eight (8) years from the end of the financial year.
4.	Instruments creating or modification of the charges	For a period of eight (8) years from the date of satisfaction of the Charges.
5.	Register of Deposits	For a period of eight (8) years from the date of financial year in which last entry is made.
6.	Attendance Sheet/Register of Directors attending the meetings of Board/ Board level Committees.	For a period of eight (8) years from the end of the financial year.
7.	Agenda items which have been put up before every meeting of the Board Level Committee along with the approval of the Competent Authority and their supporting documents.	For a period of eight (8) years from the end of the financial year.
8.	Office copies of Notice of Committee Meeting, Notes on Agenda and other related papers.	For a period of eight (8) years from the end of the financial year.
9.	Office copies of Notice of General Meetings and related papers.	For a period of eight (8) years from the end of the financial year.
10.	Non-Statutory Registers/Documents.	For a period of eight (8) years from the end of the financial year.
11.	Files of Legal Cases of Shareholders/ Investor Complaints.	For a period of eight (8) years from the end of the financial year.

12.	Documents filed in electronic form other than the forms relating to incorporation, and matters incidental thereto.	For a period of eight (8) years from the date of filing of the documents.
13.	Books of Accounts together with the vouchers relevant to any entry in such books of account	For a period of eight (8) financial years from the end of financial year to which it relates
14.	Agenda items which have been put up before every meeting of the Board of Directors along with the approval of the Competent Authority.	For a period of eight (8) years from the end of the financial year.
15.	Office copies of Notice of Board Meeting, Notes on Agenda and other related papers.	For a period of eight (8) years from the end of the financial year.
16.	Documents/information furnished to Stock Exchanges excluding information submitted in compliance of SEBI(LODR) Regulations, 2015, as amended from time to time.	For a period of eight (8) years from the end of the financial year.
17.	Any other documents, certificates, statutory registers etc. which are not required to be preserved permanently.	For a period of eight (8) years from the end of the financial year.

Other Documents

<u>Sl No.</u>	<u>Nature of Documents</u>	<u>Period for preservation</u>
1.	Books and papers of amalgamated companies	Shall not be disposed of without the prior permission of the Central Government.
2.	Share certificate forms and related books and documents including the blank forms of share certificates	At least 30 years. However, in case of disputes cases, shall be preserved permanently Certificate surrendered to the company shall be defaced by stamping or printing the word "cancelled" and may be destroyed after expiry of three years from the date of surrender, under the authority of Board of Directors and in presence of duly board appointed person.
3.	Register of Directors and Key Managerial Personnel and their share holding	Shall be maintained and updated on continuous basis. No specific time period is prescribed.

Annexure 4

List of Documents and their Mandatory Preservation Period as per SEBI(Prohibition of Insider Trading) Regulations, 2015

<u>Sl No.</u>	<u>Nature of Documents</u>	<u>Period for preservation</u>
1.	Disclosure of Trading by Insiders	The Documents shall be maintained for a minimum period of five years
2.	Initial Disclosure given by the promoters, Key Managerial Personnel and directors within 30 days of these regulations taking effect	The Documents shall be maintained for a minimum period of five years
3.	Initial Disclosure given by the person on his appointment as a director or KMP regarding his holding of securities in the company within 7 days of appointment.	The Documents shall be maintained for a minimum period of five years
4.	Continual Disclosures given by every promoter, employee and director of the company within two trading days of their acquisition of shares or disposal of shares, as the case may be crossing the threshold limit of Rs. 10 lacs per quarter or any other value as may be specified	The Documents shall be maintained for a minimum period of five years
5.	Disclosure shall be made by the company to the stock exchange within two trading days of receipt of information under Point No. 4 mentioned above	The Documents shall be maintained for a minimum period of five years
6.	Code of practices and procedures for fair disclosure of UPSI as per schedule A	The Documents shall be maintained permanently by disclosing on website and will continue to be disclosed at every updates
7.	Code of conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with these regulations as per Schedule B	The Documents shall be maintained permanently by disclosing on website and will continue to be disclosed at every updates

Annexure 5

Maintenance of Records of Disclosure made by various Events/Information under Listing Regulations, 2015 for a period of five years.

<u>Sl No.</u>	<u>Nature of Documents</u>
1.	Statement Grievance Redressal Mechanism (Reg 13(3)): A statement giving number of investor complaints.
2.	Corporate Governance Report (Reg 27(2)(a)):
3.	Shareholding Pattern (Reg 31(1)(b))
4.	Statement of deviation or variation (Reg 32(1))
5.	Submission of compliance certificate related to share transfer to the Stock Exchange.(Reg 33(3)(a))
6.	Statement of compliance certificate related to share transfer to the Stock Exchange (Reg 7 (3))
7.	Compliance Certificate w.r.t. transfer or transmission or transposition of securities within 30 days (Reg 40(9))
8.	Payment of Listing Fees and other charge.(Reg 14)
9.	Submission of audited annual financial results.(Reg 33(3)(d))
10.	Annual Report. (Reg 34(1))
11.	Intimation of appointment of share transfer agent (Reg 7(5))
12.	In-principle approval of Stock Exchange.(Reg 28(1))
13.	Prior intimations of Board Meeting for Financial results to the Stock Exchange. (Reg 29(1)(a) & proviso of sub-regulation (2)).
14.	Prior intimations of Board Meeting for <ol style="list-style-type: none">a. Proposal to buy back of securitiesb. Voluntary delistingc. Fund raising by way of further public offerd. Right issuee. ADRf. GDRg. FCCBh. QIPi. Debt Issuej. Preferential Issuek. Declaration of Dividendl. Bonus Issue
15.	Intimation of Board Meeting for alteration in nature of securities(Reg 29(3))
16.	Disclosure of Price Sensitive Information.(Reg 30(6))
17.	Filing of shareholding pattern to Stock Exchanges prior to listing of securities.(Reg 31(1)(a))
18.	Filing of shareholding pattern to Stock Exchanges in case of capital

	restructuring.(Reg 31(1)(a))
19.	Draft scheme of Arrangement or scheme of Arrangement.(Reg 37(2))
20.	Intimation regarding fixing of record date or date of closure of transfer books.(Reg 42(2))
21.	Intimation for fixation of record date for declaration of dividend and or cash bonus.(Reg 42(3))
22.	Voting by shareholders.(Reg 44(3))
23.	Change in name of listed entity. (Reg 45(3))
24.	Any other information required to be disclosed as per SEBI(LODR) Regulations, 2015.

**Specimen format of the register of documents disposed-off /
destroyed**

PARTICULARS DOCUMENT.	OF	DATE AND MODE OF DESTRUCTION	INITIALS OF THE HEAD OF FUNCTIONAL DEPARTMENT

Policy on Preservation