

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, नोएडा - 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/

Dated: 12<sup>th</sup> April, 2016.

Asstt.Vice President (Listing)  
National Stock Exchange of India Ltd.,  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E), Mumbai-400 051.  
Fax No.022-26598237/38

Sub: Quarterly compliance report on Corporate Governance reg.

Dear Sir,

We are enclosing Corporate Governance Compliance Report for the quarter ending 31<sup>st</sup> March, 2016 for your information please.

Thanking you,

Yours faithfully  
For National Fertilizers Ltd.

*R. Kumar*

(Raj Kumar)  
Company Secretary

Encl: As above.

पंजीकृत कार्यालय : स्कोप कॉम्प्लेक्स, कोर-III, 7, इन्स्टीट्यूशनल एरिया, लोधी रोड, नई दिल्ली-110003 दूरभाष : 24360066, 24361252 फैक्स : 24361553  
Registered Office : Scope Complex Core-III, 7 Institutional Area, Lodhi Road, New Delhi-110003, Phone : 24360066, 24361252 Fax : 24361553

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NATIONAL FERTILIZERS LIMITED

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ए-11, सैक्टर-24, नौएडा - 201 301

जिला गौतम बुद्ध नगर (उ०प्र०)

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नेशनल फर्टिलाइजर्स लिमिटेड

(भारत सरकार का उपक्रम)

**NATIONAL FERTILIZERS LIMITED**

(A GOVERNMENT OF INDIA UNDERTAKING)

NO.NFL/SEC/SE/

Dated: 12<sup>th</sup> April, 2016.

Dy.General Manager (Corp.Relations)  
Bombay Stock Exchange,  
1st Floor, New Trading Ring,  
Rotunda Building,P.J. Towers,  
Dalal Street,Mumbai-400001.

Sub: Quarterly compliance report on Corporate Governance reg.

Dear Sir,

We are enclosing Corporate Governance Compliance Report for the quarter ending 31<sup>st</sup> March, 2016 for your information please.

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*R. Kumar*

(Raj Kumar)  
Company Secretary

Encl: As above.

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Registered Office : Scope Complex Core-III, 7 Institutional Area, Lodhi Road, New Delhi-110003, Phone : 24360066, 24361252 Fax : 24361553

**Format to be submitted by listed entity on quarterly basis**

ANNEXURE-I

1. Name of Listed Entity : National Fertilizers Limited
2. Quarter ending : 31<sup>st</sup> March, 2016

**I. Composition of Board of Directors**

Title (Mr./Ms)	Name of the Director	PAN* & Din	Category (Chairperson/Executive/Non-Executive/independent/ Nominee)	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		1		
Mr.	Capt. Pavan Kumar Kaul	AALPK7234P 03438497	Executive	Cessation - 05/02/2016		1		
Mr.	M. Sagar Mathews	ACYPPS5519A 02820429	Executive	Appointment - 23/09/2015		1		
Mr.	Rajiv Kumar Chandlok	AACP66670L 05146544	Executive	Appointment - 10/02/2015		1	1	
Mr.	Rakesh Kumar	ALPK3614K 06940386	Nominee- Non - Executive	Cessation - 14/01/2016		1	2	
Mr.	Dharam Pal	AAFPP2640C 02354549	Govt. Nominee - Non -	Appointment - 09/02/2016		2		

*R. Kumar*

राज कुमार / RAJ KUMAR

कंपनी सचिव

Company Secretary

भारत फर्टिलाइजर्स लिमिटेड



Mr.	Vinod Kumar Thakral	AAXP8993N 00402959	Govt. Nominee - Executive	Appointment - 09/02/2016		3		
Mr.	Vikram Srivastava	AAKPS1979A 06541689	Non - executive - Independent	Appointment - 06/05/2013	06/05/2013	2	2	2
Mr.	M. Raman	AABPR9315A 01226770	Non - executive - Independent	Appointment - 06/05/2013	06/05/2013	1	1	
Mr.	Gurinderjit Singh Sandhu	ACNPPS8334A 01790828	Non - executive - Independent	Appointment - 21/02/2014	21/02/2014	1		1

<sup>9</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>8</sup>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

<sup>7</sup>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.

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 -Non Executive -Independent
	b) Vikram Srivastava	-Non Executive -Independent

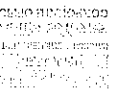
R. V. Mehta

राज कुमार/RAJ KUMAR

कंपनी सचिव  
Company Secretary

नेशनल फर्टिलाइजर लिमिटेड  
National Fertilizers Limited

	c) M. Raman d) Rakesh Kumar		-Non Executive -Independent -Non Executive -Govt. Nominee
2. Nomination & Remuneration Committee	a) Gurinderjit Singh Sandhu		Chairperson -Non Executive -Independent
	b) M. Raman		-Non Executive -Independent
	c) Vikram Srivastava		-Non Executive -Independent
	d) Manoj Mishra		Executive
3. Stakeholders Relationship Committee	a) Vikram Srivastava		Chairperson -Non Executive -Independent
	b) Rajiv Kumar Chandlok		Executive
	c) Rakesh Kumar		-Non Executive -Govt. Nominee
<sup>8</sup> 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			
<b>III. Meeting of Board of Directors</b>			
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)	
12/11/2015	13/01/2016	61 Days (12/11/2015 – 13/01/2016)	
	09/02/2016		
	19/02/2016		
<b>IV. Meeting of Committees</b>			



*R. K. Kumar*

राज कुमार/RAJ KUMAR

कंपनी सचिव

Company Secretary

नेशनल फर्टिलाइजर लिमिटेड

National Fertilizers Limited



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*
<b>A) Audit Committee</b>			
08/02/2016	Yes	05/11/2015	87 Days (12/11/2015 – 08/02/2016)
	Yes	12/11/2015	
*This information has to be mandatorily be given for audit committee, for rest of the committee giving this information is optional.			
<b>V. Related Party Transactions</b>			
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> <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.		
<b>Note</b>	<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>		
<b>VI. Affirmations</b>	<b>Remarks</b>		

*R. Kumar*

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

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<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p>	<p>No.                  As on 31.03.2016, The Company Had 8 Directors as below:                  Functional Directors 3                  Govt. Nominee Director 2                  Independent Director 3                  Till 27.2.15 Company was having a Woman Chairman &amp; Managing Director, who retired on attaining the age of superannuation. 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 Independent Directors and Woman Director.</p>
<p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <ul style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> <li>d. Risk management committee ( applicable to the top 100 listed entities)</li> </ul>	<p>Yes                  Yes                  Yes                  N.A.</p>
<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>

*R. Kumar*

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

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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 :

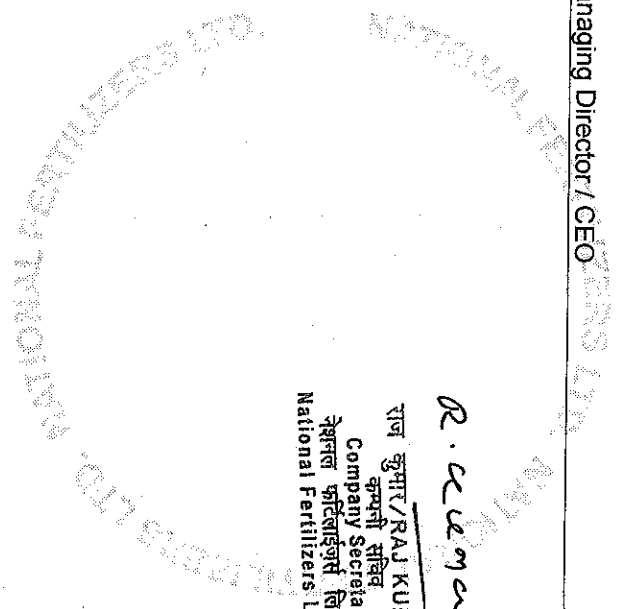
Corporate Governance Report for the quarter ended 31<sup>st</sup> December, 2015 was placed before the board on its meeting held on 12<sup>th</sup> January, 2016. Report for the Quarter ended 31<sup>st</sup> March, 2016 shall be placed before Board of Directors in meeting of 22<sup>nd</sup> April, 2016.

Name & Designation

Company Secretary / Compliance Officer / Managing Director / CEO

*R. Kumar*

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



V





Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	N.A.
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or omnibus approval of Audit Committee for all related party transactions	23(2), (3)	N.A.
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
Maximum Directorship & tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<b>Note</b>		
<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 Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>*As on 31.03.2016, The Company Had 8 Directors as below:</p> <p>Functional Directors 3</p> <p>Govt. Nominee Director 2</p> <p>Independent Director 3</p> <p>Till 27.2.15 Company was having a Woman Chairman &amp; Managing Director, who retired on attaining the age of superannuation. NFL is a</p>		

R. Verma

राज कुमार/RAJ KUMAR

कंपनी सचिव

Company Secretary

भारत फार्मास्यूटिकल्स लिमिटेड



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 Independent Directors and Woman Director

3 If the Listed Entity would like to provide any other information the same may be indicated here.

1) Shri Rakesh Kumar was member of Audit Committee, Corporate Social Responsibility Committee and Stakeholder Relationship Committee till he continued as Director of the Company i.e. 14th January, 2016.

2) Capt. Pavan Kumar Kaul was member of Corporate Social Responsibility Committee till he continued as Director of the Company i.e. 5th February, 2016.

3) Shri Manoj Mishra became member of the Nomination and Remuneration Committee on 13th January, 2016.

4) Independent Directors have been appointed for a period of Three Years each from the date of there Appointment.

**III Affirmations**

**Remarks**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

N.A.

**Name & Designation**

**Company Secretary / Compliance Officer / Managing Director / CEO**

*R. K. Kulkarni*

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