

# **CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING**

## **Statutes:**

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective from May 15, 2015)

Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (effective from April 01, 2019)

Securities and Exchange Board of India (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 (effective from December 26, 2019)

Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2020 (effective from July 17, 2020)

**NAGARJUNA FERTILIZERS AND CHEMICALS LIMITED**

## **1. Introduction:**

The Board of Directors of every listed company shall ensure that the chief executive officer or managing director shall formulate a code of conduct with their approval to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with these regulations by adopting the minimum standards to these regulations, without diluting the provisions of these regulations in any manner

The Code of Conduct known as “NFCL - Code of Conduct for Prohibition of Insider Trading” (hereinafter referred to as the “Code” or the “Insider Trading Code”) was issued pursuant to Regulation 9 (1) and Schedule B of the SEBI (Prohibition Of Insider Trading) Regulations, 2015.

The code was originally adopted by the Board of Directors at its meeting held on 16th May, 2015. Further, in view of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, this Code has been reviewed by the Board and adopted on 01<sup>st</sup> April, 2019

Further, to align with the amendment in the Regulation via Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2020 the Board of Directors took on record, adopted, and approved at its Board meeting on June 29, 2021.

## **2. APPLICABILITY**

This Code is applicable to all Designated Persons and their immediate relatives. The Compliance Officer may extend the applicability of this Code to such persons from time to time as he may deem fit.

## **3. Definitions:**

**3.1 Company'** means Nagarjuna Fertilizers and Chemicals Limited (NFCL)

**3.2 “Connected person”** means-

(i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether

temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -

(a) an immediate relative of connected persons specified in clause (i); or

(b) a holding company or associate company or subsidiary company; or

(c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or

(d) an investment company, trustee company, asset management company or an employee or director thereof; or

(e) an official of a stock exchange or of clearing house or corporation; or

(f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or

(g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or

(h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or

(i) a banker of the company; or

(j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

**3.3 “Compliance Officer”** means the Company Secretary and in his absence any other senior officer of the Company appointed by the Board of Directors from time to time for the purpose of this Code in pursuance of the Regulations;

**3.4 "insider"** means any person who is:

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information;

**3.5 "unpublished price sensitive information"** means

any information, relating to the company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following-

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel.

**3.6 "Generally available information"** means information that is accessible to the public on a non-discriminatory basis.

**3.7 "Immediate Relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

**3.8 "Designated persons"**

The term designated persons shall cover

- (i) All promoters of the Company
- (ii) Members of the Board of Directors of the Company
- (iii) Chief Financial Officer of the Company
- (iv) Company Secretary of the Company
- (v) Auditors of the Company
- (vi) All employees of the Accounts, Finance, Legal & Secretarial Department
- (vii) Chief Executive Officer, Chief Financial Officer and Company Secretary of the Holding Company, Subsidiary Company, Associate Company of the Company and Joint Venture

- (viii) All Departmental Heads of the Company (viz., Purchase, Sales, Internal Audit, Marketing, Logistics, Legal, etc.)
- (ix) Secretaries / Executive Assistants reporting to the Chairman or the Managing Director / Whole Time Director / Chief Financial Officer / Company Secretary/ Executive Directors.
- (x) Employees of material subsidiaries of the Company designated on the basis of their functional role or access to UPSI in the organization by their Board of Directors.
- (xi) Employees up to two levels below of Managing Director / Chief Executive Officer of the Company and its material subsidiaries, irrespective of their functional role in the company or ability to have access to UPSI
- (xii) Any support staff of the Company, such as Information Technology, Administration, Human Resource, who have access to UPSI.
- (xiii) Employees of other Departments/Divisions, who could be reasonably expected to have access to UPSI(s) relating to the Company, to be decided by the Managing Director, on a case-to-case basis.
- (xiv) Employees of intermediary or fiduciary, who could be reasonably expected to have access to UPSI(s) relating to the Company.

Any other persons, as may be decided by the Managing Director of the Company in consultation with the Compliance Officer, from time to time;

**3.9 "Fiduciaries"** means and includes professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company.

**3.10 "trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities.

**3.11 "Informant"** means an individual(s), who voluntarily submits to the Board a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under the Regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward.

#### **4. Role and Functions of Compliance officer**

4.1 The Compliance Officer shall maintain a record of the Designated Persons and any changes made in the list of the Designated Persons in the format provided in **Annexure - VIII**. Further, the Compliance Officer shall maintain records of all the declarations given by the designated person for a minimum period of 5 Years.

4.2 The Compliance Officer shall grant pre-trading clearance to the Designated Persons for dealings in the Company's Securities.

4.3 Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

4.4 Compliance office shall ensure that event of trade shall not be more than seven trading days, within which trades that have been pre-cleared have to be executed by the designated person, failing which fresh pre-clearance would be needed for the trades to be executed.

4.5 In case the Compliance officer is not available, he shall delegate his authority to any executive, who is financially literate and is capable of appreciating requirements compliance under these Regulations, and be responsible for all duties and responsibilities of Compliance Officer, during the period of his absence.

#### **5. Communication or procurement of UPSI**

5.1 No Designated Person (including his/her Immediate Relatives) should trade in the Securities of the Company at any time while in possession of, or having access to, any Unpublished Price Sensitive Information (UPSI).

5.2 Designated Persons are obliged to treat UPSI with due care and they have a duty to safeguard UPSI irrespective of the source of receipt of UPSI. Designated Persons shall use UPSI for the specified purpose(s) only and it must not be used for any personal gain. No Designated Person shall communicate, provide, or allow access, or procure or cause communication of any

Unpublished Price Sensitive Information, relating to the Company or its Securities, to any person, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

#### ***Determination of Legitimate Purpose***

The term “legitimate purpose” includes sharing of UPSI in the ordinary course of business with Company’s collaborators, lenders including prospective lenders, customers, suppliers, merchant bankers, legal advisors, auditors, credit rating agencies, insolvency professionals or other advisors, service providers or consultants; provided that such sharing of UPSI has not been carried out to evade or circumvent the prohibitions of the Regulations.

Whether sharing of UPSI for a particular instance tantamount to ‘legitimate purpose’ would entirely depend on the specific facts and circumstances of each case. Primarily, the following factors should be considered while sharing the UPSI:

- (i) whether sharing of such UPSI is in the ordinary course of business of the Company;
- (ii) whether sharing of such UPSI is in the interests of the Company or in furtherance of a genuine commercial purpose; and
- (iii) whether the nature of UPSI being shared is commensurate with the purpose for which access is sought to be provided to the recipient.

Any person who is in receipt of UPSI pursuant to a “legitimate purpose” shall be considered as an Insider for the purpose of these Regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the Regulations.

## **6. Trading Plans**

**6.1** A Designated Person who may be perpetually in possession of UPSI, and his/her Immediate Relatives shall have an option to formulate a trading plan as per **Annexure – VII** and present it to the Compliance Officer for approval and public disclosure pursuant to which Trades may be carried out on their behalf in the Securities of the Company.

**6.2** Such trading plan shall not entail

**6.2.1** Commencement of Trading in Securities of the Company on behalf of the Designated Person and/or his/ her Immediate Relatives earlier than 6 months from the public disclosure of the trading plan

**6.2.2** trading for the period between the 20<sup>th</sup> trading day prior to the last day of any financial period for which results are required to be announced by the Company and the 2<sup>nd</sup> trading day after the disclosure of such financial results.

**6.2.3** trading for a period of not less than 12 months.

**6.2.4** overlap of any period for which another trading plan is already in existence.

**6.2.5** trading in securities for market abuse.

**6.3** The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Code or the Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor implementation of the trading plan..

**6.4** Upon approval of a trading plan, the Compliance Officer shall notify the trading plan to the Stock Exchanges.

**6.5** The trading plan once approved shall be irrevocable and the designated person shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

**6.6** The trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan

## **7. Restrictions on Contra Trade and Derivative Transactions**

(a) The Designated Persons and their Immediate Relatives shall not enter into a contra Trade during the next six months following a Trade; provided that the contra Trade restrictions shall not be applicable to the following:

(i) Trades pursuant to exercise of stock options; and

(ii) Trades carried out in accordance with a trading plan approved under clause 6 hereof.

The Compliance Officer may grant relaxation from strict application of such restriction on an application made in this behalf by the concerned Designated Person and after recording in writing the reasons in this regard; provided that such relaxation does not violate the Regulations.

In case a contra Trade is executed, inadvertently or otherwise, in violation of the aforesaid restriction, the profits from such Trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act.

(b) The Designated Persons and their Immediate Relatives shall not take any positions in derivative transactions in the Securities of the Company at any time.

## **8. Disclosures and reporting by designated person**

The disclosures required to be made by a person under this provision shall include details of Trades by such person's Immediate Relatives, wherever applicable.

The disclosures made under this shall be maintained at the Company, for a minimum period of five years, either in electronic or physical or combination of both.

### **8.1 Personal Information:**

Designated persons shall be required to disclose details to the company on an annual basis and as and when the information changes in the format as set out in **Annexure- VI**:

The Designated Persons shall provide a onetime declaration containing the details of the names of educational institutions from which the Designated Persons have graduated and names of their past employers, if applicable.

### **8.2 Initial Disclosure:**

The Designated Persons shall make following disclosures to the Compliance Officer:

**a)** Within 30 days from the date on which the Regulations come into force, the details of Securities of the Company held by them and their Immediate Relatives, as per **Form-A**.

**b)** Within 7 days of his / her appointment as or becoming a Designated Person the details of Securities of the Company held by them and their Immediate Relatives, as per **Form-B**.

### **8.3 Continual Disclosures:**

Every promoter, member of the promoter group, designated person and director of the Company shall disclose as per **Form-C** to the Company, the number of securities acquired or disposed of within two trading days of such transaction if the value of the securities trades,

whether in one transaction or a series of transactions over an calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified.

**8.4** The Designated Persons shall forward to the Compliance Officer details of trading as set out in Annexure – IX within 2 days of such transaction.

**8.5 Disclosure to Stock Exchange:**

Compliance officer shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or for becoming aware of such information.

**8.6 Disclosure by other connected persons:**

The compliance officer may, at its discretion require any other connected person or class of connected persons to make disclosures of holding and trading in securities of the Company in *Form-D*

**9. Pre-clearance of trades**

**9.1** No Designated persons and their immediate relatives shall deal in the securities of the Company without the pre-clearance of the Compliance officer when the trading window is open.

**9.2** All designated persons and their immediate relatives intending to trade in the securities of the Company shall get pre-clearance of the transaction by making a pre-clearance application in **Annexure - I** along with declaration in favour of NFCL that he do not have access to any information that could be construed as "Unpublished Price sensitive information" up to the signing of this declaration in **Annexure - II** to the Compliance Officer of the Company.

**9.3** The proposed transaction can be carried out only after receiving appropriate clearance from the compliance officer in the prescribed format set out in **Annexure - III**.

**9.4** The execution of the order in respect of the securities of the Company for which pre-clearance has been obtained will have to be completed within 7 (seven) trading days of such approval failing which fresh clearance would need to be obtained.

**9.5** Designated Persons who is permitted to trade in securities of the company shall not execute a contra trade i.e., enter into an opposite transaction i.e. sell or buy in securities, during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the securities of the company at any time.

**9.6** Trading in securities by the Compliance Officer shall require pre-clearance from the Managing Director.

**9.7** Transactions shall not be permitted in the period when the Trading Window is closed.

**9.8** Designated Person is possession of unpublished price sensitive information shall not apply for any preclearance even if the trading window is not closed.

## **10. Chinese wall procedure**

A Chinese wall is an ethical concept of separation between groups, departments, or individuals within the same organization—a virtual barrier that prohibits communications or exchanges of information that could cause conflicts of interest

To prevent the misuse of confidential information the Company shall implement “Chinese Wall” procedure which separates “inside areas” from “public areas” for preventing the misuse of UPSI. The “inside areas” are defined as those areas of the organization which routinely have access to UPSI and “public areas” are defined as those areas which provides support services and do not have access to UPSI.

The following measures shall be adopted by the organization for separating “inside areas” from “public areas”.

- ❖ The employees in the “inside area” shall not communicate any price sensitive information to anyone in “public area”.
- ❖ The employees in “inside area” may be physically segregated from employees in “public area”.
- ❖ Demarcation of the various departments as “inside areas” based on the source of origin of UPSI.

- ❖ In exceptional circumstances, employees from the public areas may be brought "over the Chinese wall" and be given access to the confidential information on the basis of "need to know" basis and in compliance with the procedures set out for crossing Chinese wall.

### **Crossing Chinese wall**

A designated person from the Inside area is allowed to cross Chinese wall provided the UPSI shall be shared in public area in furtherance of legitimate purposes, performance of duties or discharge of legal obligations and in consultation with Compliance officer. The compliance officer shall maintain the digital database for sharing of UPSI in public area as set in **Annexure - V**

## **11. Trading Window**

**11.1** The Designated Persons and their Immediate Relatives shall not trade in the Securities of the Company when the Trading Window is closed; provided that the Trading Window norms shall not be applicable for trades carried out in accordance with a trading plan approved under clause 6 hereof.

**11.2** Designated Persons and their Immediate Relatives shall not Trade in the Securities of the Company: (i) during the Prohibited Period (as defined below) or (ii) at any time (even when the Trading Window is open) if in possession of UPSI

***"Trading window closure / Prohibited Period"*** is a period starting from:

- (i) from the end of every financial year till 48 hours after declaration of unaudited/ audited annual financial results;
- (ii) from the end of every quarter till 48 hours after declaration of unaudited/ audited quarterly financial results; and
- (iii) any period when the Compliance Officer otherwise has reasons to believe that Designated Persons can reasonably be expected to have possession of UPSI; Provided that where such UPSI is proposed to be considered at a meeting of the Board of Directors of the Company, such period shall, as far as practicable, commence at least 7 days before such meeting of the Board of Directors.

However, the Compliance Officer shall determine the timing for re-opening the Trading Window taking into account various factors including UPSI in question becoming Generally Available

Information and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the information becomes Generally Available Information.

## **12. Disciplinary Actions**

Any Designated Person or its Immediate relatives who Trades in Securities of the Company or communicates any UPSI in contravention of this Code will be penalised and appropriate action will be taken against such Designated Person by the Company after giving reasonable opportunity of being heard in the matter. Such Designated Person shall also be subject to disciplinary action by the Company including wage freeze, suspension, recovery, clawback, in-eligibility for future participation in ESOPs, etc as may be decided. Any amount collected under this clause shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act

The actions on any contravention under the Code shall be initiated by the Compliance Officer in consultation with the Managing Director of the Company. Any contravention of the Code along with the actions taken on the same shall be placed before the Audit Committee for its record.

In case it is observed by the Company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, then the Company shall promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as per the format specified by SEBI in **Annexure - IV**

## **13. Protection of the Informant against retaliation and victimization**

The Company will not take any adverse action such as, discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination, against any employee because of his filing of a Voluntary Information Disclosure Form with the SEBI regarding Insider trading, irrespective of whether the information is considered or rejected by the SEBI or he/she is eligible for a Reward under these regulations.

## **14. Miscellaneous**

- a) The gap between clearance of financial results by the Audit Committee and Board of Directors meeting for approval of such financial results should be as narrow as possible and preferably on the same day to avoid leakage of UPSI.

- b) The Board of Directors of the Company shall have power to modify or replace this Code in part or full as may be thought fit from time to time in its absolute discretion.
- c) The decision of the Board of Directors with regard to all matters relating to this Code will be final and binding on all concerned.
- d) In case any provisions of this Code are contrary to or inconsistent with the provisions under the Regulations, the provisions of Regulations shall prevail.

## Application for pre-clearance of trade in securities

To  
 The Compliance Officer  
 Nagarjuna Fertilizers and Chemicals Limited  
 D. No 8-2-248, Nagarjuna Hills, Punjagutta,  
 Hyderabad – 500082

Dear Sir,

I, Mr/Mrs ..... Jointly with Mr/Mrs..... wish to purchase/sell.....  
 (nos.) listed Securities of the Company. The details are as follows:

1	Name of Applicant	
2	Designation	
3	Relationship with the Applicant (Self/Immediate Relative)	
4	Number of securities held as on date	
5	Folio No. / DP ID / Client ID No.	
6	The proposal is for (a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Pledge	
7	Proposed date of dealing in Securities	
8	Estimate no. of Securities/ value proposed to be acquired/sold/subscribed/pledge	-
9	Current market price (as on date of application)	-
10	Whether the proposed transaction will be through stock exchange or off-market deal	

I enclose herewith the Undertaking signed by me.

Date.....

Signature.....

Place.....

Name & Designation.....

**UNDERTAKING**

With reference to my application for pre-clearance of trades in securities, I solemnly confirm and declare:

- i. THAT I do not have access and /or have not received any “Unpublished Price Sensitive Information” up to the time of signing the undertaking.
- ii. THAT in case I have access to or receive “Unpublished Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and THAT I shall refrain from dealing in the securities of the Company till the time such information becomes public.
- iii. THAT I have not contravened the Code for Prevention of Insider Trading in Nagarjuna Fertilizers and Chemicals Limited Equity shares / securities, as notified by the Company from time to time.
- iv. THAT I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.
- v. THAT I have made a full and true disclosure in this regard to the best of my knowledge and belief.
- vi. THAT I hereby undertake not to transact in securities in the sanctioned period in case trading window is declared closed subsequently.
- vii. THAT I hereby undertaken not to make contra trade transactions in the securities of the company

Pre-clearance may kindly be accorded in terms of provisions of the Code for Prevention of Insider Trading of the company.

Date.....

Signature.....

Place.....

Name & Designation.....

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**FOR OFFICE USE**

Serial number of the application received .....

Date & time of receipt of the Application .....

Date & time of communication of the pre-clearance or otherwise .....

Reasons for not giving pre-clearance .....

Signature of the Compliance Officer /Authorised Officer

**Form of grant of Pre-Clearance by the Compliance Officer**

Date:

To,  
(Applicant)

This is to inform you that your request for dealing in securities of the Company as mentioned in your application dated \_\_\_\_\_ is approved/rejected. Please note that the said transaction must be completed on or before \_\_\_\_\_ [date].

In case you do not execute the approved transaction / deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction / deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the prescribed forms as per Company's Code of Conduct on prohibition of Insider Trading. In case the transaction is not undertaken a 'Nil' report shall be necessary.

For & on behalf of Nagarjuna Fertilizers and Chemicals Limited

Compliance Officer

**Report for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015**

Sr. No	Particulars	Details
1	Name of the Listed company	Nagarjuna Fertilizers and Chemicals Limited
2	Please tick appropriate checkbox Reporting in the capacity of : ✓ Listed Company ✓ Intermediary ✓ Fiduciary	
3	Name of the Designated Person (DP)  Name of the immediate relative of DP, if reporting is for immediate relative	
4	PAN of the DP  PAN of the immediate relative of DP if reporting is for immediate relative	
5	Designation of DP	
6	Functional Role of DP	
7	Whether DP is Promoter/Promoter Group/holding CXO level position (e.g. CEO, CFO, CTO etc.)	
8	Transaction Details	
	a) Name of the scrip	
	b) No of shares traded (which includes pledge) and value (Rs) (Data-wise)	
9	In case of value of trade(s) is more than Rs. 10 lacs in a calendar quarter a) date of intimation of trade(s) by concerned DP/director/promoter/ promoter group to Company under regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015	
	b) Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015	
10	Details of violations observed under SEBI (Prohibition of Insider Trading) Regulations, 2015	

11	Action taken by Listed company	
12	Reasons recorded in writing for taking action stated above	
13	Details of the previous instances of violations, if any, since last financial year	
14	Any other relevant information	

**Contents of Digital Database for sharing of UPSI with insiders and outsiders**  
**[See Regulation 3(4) and 3(5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015**

<b>S N o</b>	<b>Recipie nt of UPSI</b>	<b>PA N</b>	<b>Address of correspon dence and Mobile number</b>	<b>Detail s of UPSI along with reason of sharin g there of</b>	<b>Suppli er of UPSI</b>	<b>Whether NDA has been signed or Notice of Confidentiali ty has been given?</b>	<b>Date when UPSI becom e publicly availabl e</b>	<b>Date of entry and Perso n makin g the entry</b>	<b>Remar k, if any</b>

**Note 1:**

The categories of recipients shall include:

- a. Employees of the Company who are not Designated Persons (DPs);
- b. Persons who are neither employees nor DPs but may come into contact with the DPs and other insiders of the Company;
- c. Affiliates shall mean the promoter and promoter group, associates and JVs of the entity/ company.

**Note 2:**

- a. The database shall be maintained under the supervision of the Compliance Officer of the Company;
- b. The database shall be reviewed by the Compliance Officer on a periodic basis

## NAGARJUNA FERTILIZERS AND CHEMICALS LIMITED

**Information being furnished pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015**

1	Name of the Designated person	
2	Designation	
3	Employment number	
4	Department	
5	Address of correspondence	
6	Whether Equity Shares held of NFCL is self or through immediate relative	Yes/ No
7	If Yes above, Provide the details of shareholding individually	
7	PAN	
8	Contact number(s)	
9	Education details with name of Institute	
10	Name of Past Employers	

11	Details of Immediate relatives with PAN and mobile number:  Father  Mother  Spouse  Siblings  Children's  Financially dependent	
12	Persons with whom such designated person(s) shares a <i>*material financial relationship</i>	

**I hereby confirm that the above furnished information is true and correct and hereby agree that any purchases or sales made by me or any of immediate relatives shall be only with the prior approval of the Compliance Officer.**

**Place :**

**Date :**

**Signature**

***“Material Financial Relationship”*** shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.

## Format for Trading Plan

To  
 The Compliance Officer  
 Nagarjuna Fertilizers and Chemicals Limited  
 D. No 8-2-248, Nagarjuna Hills, Punjagutta,  
 Hyderabad – 500082

Dear Sir,

I, \_\_\_\_\_, in my capacity as \_\_\_\_\_ of the Company hereby submit the trading plan with respect to dealing in securities of the Company for a total period of 12 months from \_\_\_\_\_ to \_\_\_\_\_.

DP ID/ Client ID / Folio No	Type of Security	No. of Securities held (as on date)	Nature of Trade (Buy/ Sell)	Proposed Date/time period of trade	No. /total amount of securities proposed to be traded

With respect to the above trading plan, I hereby undertake that I shall:

- i. Not entail commencement of trading on behalf of the insider earlier than 6 months from the public disclosure of the plan.
- ii. Not entail trading for the period between the 20th trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of financial results for the said period;
- iii. Not commence the trading as per above plan if the Unpublished Price Sensitive Information which is in my possession at present, do not comes into public domain till the time of commencement of trading plan & shall defer the commencement of trading plan till such information becomes generally available.
- iv. Not tender any other trading plan for the period for which the above trading plan is already in force; and
- v. Not entail trading in securities for market abuse.

Date.....

Signature.....

Place.....

Name & Designation.....

## Contents of Database of Designated Persons

[See Para 14 of Schedule B read with Regulation 9(4) of the SEBI (Prohibition of Insider Trading) Regulations, 2015]

S N o	Name and designa tion of Designa ted person (DP) along with PAN and mobile number	Emplo yee code	Depart ment	Name of person with whom DP shares a material financia l relation ship along with PAN and mobile number	Names of Immedi ate relative of DP along with PAN and mobile numbe r	Addr ess of DP	Educati onal Institut e from where the DP has graduat ed	Name of past employ er(s) of DP	Pers on maki ng the entr y alon g with date of entr y	Rema rk, if any

## Notes:

“**Material financial relationship**” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

**DISCLOSURE OF TRANSACTIONS****(To be submitted within 2 days of transaction / trading in securities of the Company)**

To  
The Compliance officer  
NFCL

I hereby inform that, I

- have bought/sold/subscribed to securities as mentioned below on \_\_\_\_\_ (date) (strike out whichever is not applicable)

<b>Name of holder</b>	<b>No of securities traded</b>	<b>Bought/sold/subscribed</b>	<b>DP ID / client ID/ Folio No.</b>	<b>Price</b>

I declare that the above information is correct and that no provisions of the Company's Rules and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature: \_\_\_\_\_

Name:

Date:

**Form A**

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7(1)(a) read with Regulation 6(2) – initial disclosure to the company]

To,  
The Compliance Officer,  
Nagarjuna Fertilizers and Chemicals Limited  
(ISIN: INE454M01024)

Details of Securities held by Promoter, Member of the Promoter Group, Key Managerial Personnel, Director and other such persons as mentioned in Regulation 6(2) of SEBI Regulations

Name, PAN, CIN / DIN & Address with contact nos.	Category of Person (Promoters/ Member of the Promoter Group / KMP / Directors / immediate Relatives / others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures, etc.)	Number	

*Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Details of Open Interest (OI) in derivatives of the company held by Promoter, Member of the Promoter Group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts* lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts* lot size)	Notional value in Rupee terms

*Note: In case of Options, notional value shall be calculated based on premium plus strike price of options*

Signature:  
Designation:

Date:  
Place:

Notes:

- 1) Separate disclosures should be made in respect of the immediate relatives.
- 2) This declaration will include separate details of shares held in the first name, joint names or as a guardian.

## Form B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7(1)(b) read with Regulation 6(2) – Disclosure on becoming a director / KMP / Promoter]

To,  
The Compliance Officer,  
Nagarjuna Fertilizers and Chemicals Limited  
(ISIN: INE454M01024)

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or Member of the Promoter Group, of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with Contact nos.	Category of Person (Promoters / Member of the Promoter Group / KMP / Directors / immediate Relatives / others etc.)	Date of appointment of Director / KMP OR Date of becoming Promoter / Member of the Promoter Group	Securities held at the time of becoming Promoter / appointment of Director / KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	Number	

*Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/ Member of the Promoter Group / appointment of Director / KMP			Open Interest of the Option Contracts held at the time of becoming Promoter / Member of the Promoter Group / appointment of Director / KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms

*Note: In case of Options, notional value shall be calculated based on premium plus strike price of options*

Signature:  
Designation:  
Date:  
Place:

**FORM C**

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7(2) read with Regulation 6(2) – Continual disclosure]

To,  
The Compliance Officer,  
Nagarjuna Fertilizers and Chemicals Limited  
(ISIN: INE454M01024)

Details of change in holding of Securities of Promoter, or Member of the Promoter Group, Designated persons or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Category of Person (Promoters/ or Member of the Promoter Group / KMP / Designated person / Directors / immediate relative to / others etc.)	Securities held prior to acquisition / disposal	Securities acquired / Disposed				Securities held post acquisition / disposal	Date of allotment advice/ acquisition of shares/ sale of shares specify		Mode of acquisition / disposal (on market / public / rights / preferential offer / off market / Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		No. and % of shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	Transact ion Type (Purchase/ Sale / Pledge / Revocation / Invocation/ others please specify)	Value		Number(s)	From		
Name, PAN, CIN/DIN, & address with contact number	Convertible Debentures, Rights entitlements etc.)									

**Note: (a)** "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**(b)** Value of transaction excludes taxes/brokerage/any other charges

Signature:  
Designation:

Date:  
Place:

**Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).**

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	

*Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Name & Signature:

Designation:

Date:

Place:

Notes:

1) This declaration will include separate details of shares held in the first name, joint names or as a guardian.

## Form D

SEBI (Prohibition of Insider Trading) Regulations, 2015  
Regulation 7(3) – Transactions by Other connected persons as identified by the company

To,  
The Compliance Officer,  
Nagarjuna Fertilizers and Chemicals Limited  
(ISIN: INE454M01024)

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact number of other connected persons as identified by the Company	Connection with the Company	Securities held prior to acquisition / disposal		Securities acquired / Disposed			Securities held post acquisition / disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Mode of acquisition / disposal (on market / public / rights / preferential offer / off market / Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed	
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	Number(s)	Value	Transaction Type Purchase/ Sale / Pledge / Revocation / Invocation)	Type of security (For e.g. – Shares, Warrants, Rights entitlement, Convertible Debentures etc.)	No. and % of shareholding	From			To

**Note: (a)** “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**(b)** Value of transaction excludes taxes/brokerage/any other charges

Signature:

Designation:

Date:

Place:

**Details of trading in derivatives on the securities of the company by other connected persons as identified by the company**

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name:

Signature:

Place:

