Ref No. NFL/SEC/SE/2171 **Dated: 21.05.2026**

National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (E), Mumbai-400051	**BSE Limited Corporate Relationship Department, 1st Floor, New Trading Wing, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001**
NSE Symbol- NFL	**BSE Scrip Code -523630**
नेशनल स्टॉक ऐक्सचेंज ऑफ इंडिया लिमिटेड ऐक्सचेंज प्लाजा सी-1, ब्लाक-जी, बान्द्रा कुर्ला कम्पलैक्स बान्द्रा (ई), मुम्बई-400051	**बी.एस.ई. लिमिटेड कारपोरेट संबधित विभाग, 1वां तल, न्यू ट्रेडिंग विंग, रोटुंडा बिल्डिंग फिरोज जीजीभाई टॉवर, दलाल स्ट्रीट, मुम्बई-400001**
एनएसई सिंबल : एनएफएल	**बीएसई स्क्रिप्ट्व कोड: 523630**

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2026 as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and other circulars issued by NSE and BSE from time to time.

Dear Sir,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and other circulars issued by NSE and BSE from time to time, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2026, issued by Agarwal S. & Associates, Company Secretaries.

Kindly take the same on record.

Thanking you / धन्यवाद,
Yours faithfully/ भवदीय,
For National Fertilizers Limited/
कृते नेशनल फर्टिलाइजर्स लिमिटेड

ASHOK JHA

Digitally signed by ASHOK JHA
DN: c=IN, o=Personal, title=1657, pseudonym=bkxw2geovc36rmhajfz9qn50sd4lyi8p, 2.5.4.20=2538b10a752d2a598ee742f34f938161c3f2d22ad8f83c628c47d0bc3eb3ac36, postalCode=201306, st=Uttar Pradesh, serialNumber=6a5684a3bd1fe754a498028a88bdbe1eaff0eaab50f18d54d5ca92fe9211ea70, cn=ASHOK JHA
Date: 2026.05.21 16:48:26 +05'30'

(Ashok Jha)/ (अशोक झा)
Company Secretary & Compliance Officer/
कंपनी सचिव एवं अनुपालन अधिकारी

Encl: As above.

AGARWAL S. & ASSOCIATES
Company Secretaries

D-427, 2nd Floor, Palam Extn., Ramphal Chowk,
Sector 7, Dwarka, New Delhi-110075
Email Id: asacs2022@gmail.com
Phone: 011–45052182

ANNUAL SECRETARIAL COMPLIANCE REPORT OF **NATIONAL FERTILIZERS LIMITED**
FOR THE FINANCIAL YEAR ENDED **MARCH 31, 2026** PURSUANT TO REGULATION 24A OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

We, Agarwal S. & Associates, Company Secretaries, have examined:

(a) all the documents and records made available to us and explanation provided by **NATIONAL FERTILIZERS LIMITED** ("the listed entity" or "NFL" or "the Company"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

for the financial year ended March 31, 2026 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the SEBI;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

(a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");

(b) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) SEBI (Buyback of Securities) Regulations, 2018; **(Not Applicable as the listed entity has not bought back/propose to buy back any of its securities during the review period);**

(e) SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the Company during the review period)**

(f) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Applicable to the extent of issuance of Commercial Paper, if any, by the company)**

(g) SEBI (Prohibition of Insider Trading) Regulations, 2015;

(h) SEBI (Depositories and Participants) Regulations, 2018 **(To the extent applicable)**

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matter specified below: -

Sr. No.	Compliance Requirement (Regulations /circulars /guidelines Including Specific clause) (i)	Regulation/ Circular No. (ii)	Deviations (iii)	Action Taken by (iv)	Type of Action Advisory/ Clarification / Fine/ Show Cause Notice/Warning, etc. (v)	Details of Violation (vi)	Fine Amount (vii)	Observations/ Remarks of the Practicing Company Secretary (PCS) (viii)	Management Response (ix)	Remarks (x)
1.	Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. (SEBI LODR 2015) provides that (I) 17(1)(a) The composition of board shall have an optimum	Regulations 17 (1)(a), First Proviso to Reg 17(1)(a) 17(1)(b), and 17(IE) of SEBI LODR 2015	Non-compliance with the requirements pertaining to the Composition of the Board including failure to appoint atleast one independent woman	BSE limited and National Stock Exchange of India limited (“BSE” and “NSE”, respectively).	Fine	The Company was not in compliance with Regulation 17 of SEBI LODR 2015 as (I)the Board did not comprise the required number of Non-Executive Directors till	NSE & BSE has levied monetary (s) fine for noncompliance with the requirements pertaining to composition of the Board as per Regulation 17(1) of SEBI	(I) Company’s fifty per cent. of the board of directors not comprised of non-executive directors, till 04.05.2025 which is non-compliance of Regulation 17(1)(a) of SEBI LODR, 2015. Upon appointment of two Independent Directors on 05.05.2025, atleast 50% of directors are Non-Executive Directors. The Company did not	Being a Government Company, all the Directors on the Board of NFL, including Non Official Part Time Directors (Independent Directors)/Women Director are appointed by the Administrative Ministry i.e Ministry of Chemicals and Fertilizers,	None

	combination of executive and non-executive directors with at least one woman director and not less than fifty per cent of the board of directors shall comprise of non-executive directors; Provided that the Board of directors of the top 1000 listed entities shall have at least one independent woman director. (II) 17(1)(b) where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall		director			04.05.2025 and no Independent Woman Director was appointed till 22.05.2025 (II) with the Chairperson being an Executive Director, at least half of the Board did not comprise Independent Directors during the period under review.	LODR 2015, Detail of fine is as under: - 1. Quarter ended March 2025 Fine of Rs. 5,31,000 (inclusive of GST @18%) by NSE & BSE each. 2. Quarter ended June 2025 Fine of Rs. 5,36,900 (inclusive of GST @18%) by NSE & BSE each. 3. Quarter ended September 2025 Fine of Rs. 5,42,800 (inclusive of GST @18%) by NSE & BSE	appoint one Independent woman director, till 22.05.2025 which is non-compliance of First Proviso to Reg 17(1)(a) of SEBI LODR, 2015. Women Independent Director Ms. Pinky Pradhan was appointed on 23.05.2025. (II) Chairperson of the board of directors is an executive director and half of the board of directors does not comprise of independent directors, which is non-compliance of Regulation 17(1)(b) of SEBI LODR, 2015. (III) Tenure of Independent Directors Ms Poonam Sharma, Mr Ritesh Tiwari, Mr Kashi Ram Godara completed on 11.11.2024 and tenure of Mr Venkata Sarvarayudu Thota completed on	Government of India and as such the Company has no control over the appointment of Independent Directors / Women Director.	

	comprise of independent directors. (III) 17(1E) Any vacancy in the office of a director shall be filled by the listed entity at the earliest and in any case not later than three months from the date of such vacancy: Provided further that if the listed entity becomes non-compliant with the requirement under sub-regulation (1) of this regulation, [sub-regulation (1) of regulation 18, sub-regulation (1) or (2) of regulation 19, sub-					(III) The Company was also non-compliant with Regulation 17(1E), as vacancies (due to expiration of the term of office of any director) could not be filled within the prescribed timelines, resulting in continued non-compliance of Board composition requirements.	each. 4.Quarter ended December 2025 Fine of Rs. 5,42,800 (inclusive of GST @18%) by NSE & BSE each.	29.11.2024. As a result composition of Board and Committee was non-compliant of Regulation 17(IE) of SEBI LODR, 2015 which is continuing in FY 2025-2026 also. Regulation 17(1)(b) still not complied with upon appointment of 3 Independent Directors in month of May 2025.		

	regulation (2) or (2A) of regulation 20 or sub-regulation (2) or (3) of regulation 21, due to expiration of the term of office of any director, the resulting vacancy shall be filled by the listed entity not later than the date such office is vacated.									
2.	Regulation 18 of SEBI LODR, 2015 states that (I) every listed entity shall constitute a Qualified and independent audit committee. At least two-thirds of the members of audit	Regulation 18(1)(b) and 18(1)(d) of the SEBI LODR, 2015.	Non-compliance with the requirements pertaining to the Composition of Audit Committee	BSE limited and National Stock Exchange of India limited ("BSE" and "NSE", respectively).	Fine	(I) The Company was non-compliant with Regulation 18(1)(b) of SEBI LODR, 2015, as the Audit Committee did not comprise the requisite two-thirds Independent Directors till 04.05.2025. (II) The Company was non-compliant with Regulation 18(1)(d) of SEBI LODR, 2015 as no Independent Director was Chairperson from 21.04.2025 to 4.05. 2025.	NSE & BSE has levied monetary (s) fine for noncompliance with the requirements pertaining to composition of the Audit Committee Detail of fine is as under: -	(I) Regulation 18(1)(b) of SEBI LODR, 2015 provides that at least two-thirds of the members of audit committee shall be Independent directors. The Audit Committee was not properly constituted till 04.05.2025. Upon appointment of 2 Independent Directors on 05.05.2025 NFL is in compliance with this sub regulation.	Being a Government Company, all the Directors on the Board of NFL, including Non Official Part Time Directors (Independent Directors)/Women Director are appointed by the Administrative Ministry i.e Ministry of Chemicals and Fertilizers, Government of India and as such the	None

	committee shall be independent directors. (II) The chairperson of the audit committee shall be an independent director.						1. Quarter ended March 2025 Fine of Rs. 73,160 (inclusive of GST @18%) by NSE & BSE each. 2. Quarter ended June 2025 Fine of Rs. 82,600 (inclusive of GST @18%) by NSE & BSE each.	(II) Due to cessation of Mr. Jyoti Bhramar Tubid, from 21.04.2025 to 04.05.2025, no Independent Director was chairman of committee, which is non-compliance of Regulation 18(1)(d) of SEBI LODR, 2015. Upon appointment of 2 Independent Directors on 05.05.2025 NFL is in compliance with this sub regulation.	Company has no control over the appointment of Independent Directors / Women Director. In view of above, the Company has requested to the stock exchanges to waive off the fine imposed for non compliance. In response to Company's waiver request application, NSE vide its letter dated 12.09.2025 waived of fine levied.	
3.	Regulation 19 of SEBI LODR, 2015 provides that (I) all directors of the Nomination and Remuneration Committee (NRC) shall be non-executive	Regulation 19(1)(b) and 19(1)(c) of the SEBI LODR, 2015	Non-compliance with the requirements pertaining to the Composition of Nomination and Remunerati	BSE limited and National Stock Exchange of India limited ("BSE" and "NSE",	Fine	(I) The Company was non-compliant with Regulation 19(1)(b) of SEBI LODR, 2015, as the Nomination and Remuneration Committee has Executive Director(s) as its members till 04.05.2025. (II) The Company was non-compliant with	NSE & BSE has levied monetary (s) fine for noncompliance with the requirements pertaining to composition of the Nomination	(I) Regulation 19(1)(b) of LODR states all directors of the committee shall be non-executive directors, but NFL NRC committee has Executive Director(s) as its members. This non-compliance continued till 04.05.2025 and was corrected when two Independent Directors	Being a Government Company, all the Directors on the Board of NFL, including Non Official Part Time Directors (Independent Directors)/Women Director are appointed by the Administrative Ministry i.e Ministry	None

	directors. (II) at least two-thirds of the directors shall be independent directors in NRC		on Committee	respectively).		Regulation 19(1)(c) of SEBI LODR, 2015, as the Nomination and Remuneration Committee did not comprise of the requisite two-thirds Independent Directors till 04.05.2025.	and Remuneration Committee Detail of fine is as under: - 1. Quarter ended March 2025 Fine of Rs. 2,12,400 (inclusive of GST @18%) by NSE & BSE each. 2. Quarter ended June 2025 Fine of Rs. 82,600 (inclusive of GST @18%) by NSE & BSE each.	were appointed and executive directors ceases to be member except Chairperson of the Board. (II) Regulation 19(1)(c) of LODR states that at least two-thirds of the directors shall be independent directors. The Committee did not comprise of the requisite two-thirds Independent Directors till 04.05.2025. Upon appointment of 2 Independent Directors on 05.05.2025 NFL is in compliance with this sub regulation.	of Chemicals and Fertilizers, Government of India and as such the Company has no control over the appointment of Independent Directors / Women Director. In view of above, the Company has requested to the stock exchanges to waive off the fine imposed for non compliance. In response to Company's waiver request application, NSE vide its letter dated 12.09.2025 waived of fine levied.	
4.	Regulation 20 & 21 of SEBI (Listing Obligations and Disclosure	Regulation 20(2),20 (2A) & 21(2) of	Non-compliance with the requirement	BSE limited and National Stock	Fine	The Company was non-compliant with Regulation 20 and 21 of SEBI (LODR) Regulations, 2015,	NSE & BSE has levied monetary (s) fine for non-compliance	The Company was non-compliant with Regulation 20 and 21 of SEBI (LODR) Regulations, 2015,	Being a Government Company, all the Directors on the Board of NFL, including Non Official	None

	Requirements), Regulations, 2015. (SEBI LODR 2015)	the SEBI LODR, 2015	s pertaining to the Composition of Stakeholders Relationship Committee and Risk Management Committee.	Exchange of India limited ("BSE" and "NSE", respectively).		from 21.04.2025 to 04.05.2025 as: (I) the Stakeholders Relationship Committee did not have a Non-Executive Director as Chairperson, (II) the Stakeholders Relationship Committee did not comprise at least three directors with at least one Independent Director, (III) the Risk Management Committee did not have at least one Independent Director. Further, upon appointment of 2 Independent Directors on 05.05.2025 NFL is in compliance with this sub regulation.	with the requirements pertaining to composition of the Stakeholders Relationship Committee and Risk Management Committee. Details of fine is as under: - 1. Quarter ended June 2025 Fine of Rs. 35,400 (inclusive of GST @18%) for Regulation 20 and Fine of Rs. 33,040 (inclusive of GST @18%) for	from 21.04.2025 to 04.05.2025 as: (I) the Stakeholders Relationship Committee did not have a Non-Executive Director as Chairperson, (II) the Stakeholders Relationship Committee did not comprise at least three directors with at least one Independent Director, (III) the Risk Management Committee did not have at least one Independent Director. Further, upon appointment of 2 Independent Directors on 05.05.2025 NFL is in compliance with this sub regulation.	Part Time Directors (Independent Directors)/Women Director are appointed by the Administrative Ministry i.e Ministry of Chemicals and Fertilizers, Government of India and as such the Company has no control over the appointment of Independent Directors / Women Director. In view of above, the Company has requested to the stock exchanges to waive off the fine imposed for non compliance. In response to Company's waiver request application, NSE vide its letter dated 20.11.2025 waived of fine levied.	

							Regulation 21 by NSE & BSE each.			

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports) (i)	Observations made in the secretarial compliance report for the year ended March 31, 2025 (ii)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) (iii)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity (iv)	Remedial actions, if any, taken by the listed entity (v)	Comments of the PCS on the actions taken by the listed entity (vi)
1.	The Listed entity has submitted to BSE and NSE that NFL is Public Sector Undertaking (PSU) under administrative control of Department of Fertilizers, Government of India. Being a Government Company, all the Directors on the Board of NFL including Non-Official Part-time Directors (independent Directors)/Women Directors are appointed by the Administrative Ministry i.e. Ministry of Chemicals and Fertilizers, Government of India and as such the Company has no control over the appointment of independentDirector/Women Director. The Company	Non-compliance with the requirements pertaining to the Composition of the Board including failure to appoint woman director	(1) The Composition of board of directors of the listed entity shall be as follows: (a) Board of directors shall have an optimum combination of executive and non-executive directors with at least one women director and not less than fifty percent of the board of directors shall comprise of	Half of the Board was not independent and no independent women Director on the Board of the company w.e.f., 12.11.2024. NSE and BSE each has imposed fine Rs. 2,89,100/- inclusive of GST for Non-compliance of Regulation 17(1) for the Quarter ended 31st December, 2024	Being a Government Company, all the Directors on the Board of NFL including Non Official Part time Directors (Independent Directors)/ Woman Directors are appointed by the Administrative Ministry i.e., Ministry of Chemicals and Fertilizers, Government of India and as such the Company has no control over the appointment of Independent Directors/Woman Director. The Company has been continuously following up with Ministry of Chemicals and Fertilizers, Government of India to fill the vacancy of Independent Director on the Board of NFL. In view of above, the Company has requested to the stock exchanges to waive off the fine imposed for non compliance.	Refer column (v) of Sr. No. 1 of Table (b)

	has been continuously following up with Ministry of Chemicals and Fertilizers, Government of India to fill the vacancy of independent Director on the Board of NFL. In view of above, the company has requested to stock exchange to waive off the fine imposed for non-compliance.		non-executive directors; Provided that the Board of directors of the Top 1000 listed entities shall have at least one independent women director; (b) Where the chairperson of the board of directors is a non-executive directors, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a			

			regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors; provided that where the regular non-executive chairperson is promoter of the listed entity or is related to any promoter or person occupying management positions at the level of the board of directors or at one level below the board of			

			directors at least half of the Board of Directors of the listed entity shall consist of independent directors.			
2.	Being a Government Company, all the Directors on the Board of NFL including Non-Official part-time Directors (independent directors)/Women Directors are appointed by the Administrative Ministry i.e. Ministry of Chemicals and Fertilizers, Government of India and as such the Company has no control over the appointment of Independent Directors/Women Director. The company has been continuously following up with Ministry of chemicals and Fertilizers, Government of India to fill the vacancy of independent Directors on the Board of NFL.	Non compliance with the constitution of Audit committee	(1) Every listed Entity shall constitute a Qualified and independent audit committee in accordance with the terms of reference, subject to the following: (b)At least two-thirds of the members of audit committee shall be independent directors. (2) The listed entity shall conduct the meetings of	Non-compliance with the requirement to have at least 2/3 independent Director in the Audit committee with effect from 30.11.2024 and 2 independent directors were not present in the quorum of the meetings held after 30.11.2024.	Being a Government Company, all the Directors on the Board of NFL including Non Official Part time Directors (Independent Directors)/ Woman Directors are appointed by the Administrative Ministry i.e., Ministry of Chemicals and Fertilizers, Government of India and as such the Company has no control over the appointment of Independent Directors/Woman Director. The Company has been continuously following up with Ministry of Chemicals and Fertilizers, Government of India to fill the vacancy of Independent Director on the Board of NFL.	As infomed by the company NSE & BSE vide its letter dated 12.09.2025 has waived off the fine for the Quarters falling within FY 2024-25.

			the audit committee in the following manner: (b) The quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.			
3.	The listed entity has submitted to BSE and NSE that NFL is Public-sector undertaking (PSU) under administrative control of Department of Fertilizers, Government of India. Being a Government Company, all the directors on the Board of NFL including Non-official Part-time Directors (independent Directors)/Women	Non compliance with the constitution of nomination and remuneration committee	(1)The board of directors shall constitute the nomination and remuneration committee as follows: (c) at least two-third of the directors shall be independent	Non-compliance with the requirement to have at least 2/3 Independent director in the Nomination and Remuneration Committee with effect from 30.11.2024. NSE and BSE each has imposed fine Rs. 75,520/- inclusive of GST for Non-compliance of Regulation 19 for the Quarter ended 31st December, 2024	Being a Government Company, all the Directors on the Board of NFL including Non Official Part time Directors (Independent Directors)/ Woman Directors are appointed by the Administrative Ministry i.e., Ministry of Chemicals and Fertilizers, Government of India and as such the Company has no control over the appointment of Independent Directors/Woman Director. The Company has been continuously	As informed by the company NSE & BSE vide its letter dated 12.09.2025 has waived off the fine for the Quarters falling within FY 2024-25.

	Directors are appointed by the Administrative Ministry i.e., Ministry of Chemicals and Fertilizers, Government of India and as such the Company has no control over the appointment of Independent Directors/Women Director. The Company has been continuously following up with Ministry of Chemicals and Fertilizers, Government of India to fill the vacancy of Independent Directors on the Board of NFL. In view of above, the Company has requested to stock exchanges to waive off the fine imposed for non-compliance.		directors.		following up with Ministry of Chemicals and Fertilizers, Government of India to fill the vacancy of Independent Director on the Board of NFL. In view of above, the Company has requested to the stock exchanges to waive off the fine imposed for non compliance.	

(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sl. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1.	Secretarial Standard The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	None
2.	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of Directors of the listed entity. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations /circulars/guidelines issued by SEBI.	Yes Yes	None
3.	Maintenance and disclosures on Website: • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website.	Yes Yes Yes	None
4.	Disqualification of Director: None of the director(s) of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None
5.	Details related to subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	NA NA	The Company does not have any subsidiary/ material subsidiary.

6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes	None
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent directors and the committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	NA	The Company has informed that 1. The Directors of the Company are appointed/ nominated by the Government of India. Accordingly, the performance evaluation is done by Government of India. 2. The MCA vide its notification dated 5th June, 2015 notified exemptions applicable to Government Companies from the provisions of the Companies Act, 2013 which inter- alia provides that Sub Sections (2), (3) & (4) of Section 178 regarding appointment, performance evaluation and remuneration shall not apply to Directors of the Government Companies. Further MCA vide notification dated 5th June, 2015 has also notified that in case of Government Companies Section 134(3) (p) of the Companies Act, 2013 shall not apply in case the Directors are evaluated by the Ministry or department of the Central Government which is administratively in charge of the Company. 3. The appointment of Chairperson, Functional Directors, Part-time Official Directors as well as Part-time non-Official Directors (Independent Directors) on the Board of NFL is made by the Administrative Ministry i.e. Ministry of Chemicals and Fertilizers, GOI. Further, terms & conditions of appointment as well as tenure of all Directors are also decided by GOI and there is a well laid down procedure for evaluation of performance of Chairperson, Functional

			Directors and Independent Directors by Administrative Ministry. 4. Performance evaluations to which the Government Companies and their Directors are subjected to are as follows: i. All the Functional Directors (through C&MD) and C&MD are accountable to the Board and the Administrative Ministry. ii. For monitoring the performance of the Company, a performance Memorandum of Understanding (MoU) is entered between the Company through C&MD of the respective Company and the Administrative Ministry through Secretary of the Ministry. This MoU is discussed by Department of Public Enterprises, Niti Aayog, Ministry of Statistics & Programme Implementation and the Administrative Ministry officials. Targets are set for various MoU parameters. The performance of the Company vis-à-vis MoU indicates the overall performance of the Board and individual Directors. iii. Performance of the Company is reviewed on regular basis through Review Meetings by the Administrative Ministry, where detailed deliberations are held with respect to various administrative parameters. iv. Performance of the Company is also evaluated by Department of Public Enterprises annually by assigning performance ratings to the Company on the MoU parameters. In evaluating the performance of the General Managers, Executive Directors, Functional Directors and C&MD major weightage is given to MoU rating. Variable pay

			of functional Directors is regulated on performance of the Company w.r.t. MoU parameters. v. Annual performance appraisal of the C&MD and Functional Directors is reviewed by the Secretary of the Administrative Ministry and accepted by Concerned Minister. vi. Tenure of Functional Directors, C&MD and Independent Directors are fixed by Government of India. Their tenures are further extendable on performance review by the Administrative Ministry. 5. All the Government Companies are also subject to regular review by various Parliamentary Committees on different subjects. In view of the above and performance evaluation mechanism already in place, the performance evaluation of the Chairperson, Functional Directors and Part-time non-Official Directors (Independent Directors) was not carried out.
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.	Yes NA	None
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None

11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> The actions taken against the listed entity/its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	No	Mentioned in Table (a) above
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by the listed entity.	NA	No case of resignation of Statutory Auditors from the listed entity was reported during the review period. Further, the Company does not have any material subsidiary.
13.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	No additional non-compliance observed during the period under review.

We further, report that the listed entity is in compliance with the disclosure requirement of Employee Benefit Scheme Documents in terms of regulation (46)(2) (za) of the LODR Regulations - **Not Applicable to the Company during the review period.**

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Agarwal S. & Associates,
Company Secretaries,
ICSI Unique Code: P2003DE049100
Peer Review Cert. No.: 2725/2022

SACHIN AGARWAL

Digitally signed by SACHIN AGARWAL
Date: 2026.05.21 15:01:50 +05'30'

CS Sachin Agarwal
Partner
FCS No.: **5774**
CP No.: **5910**

Place: New Delhi
Date: 21.05.2026
UDIN: F005774H000430088