

Corporate Governance Report

A. Company's Philosophy

At Nagarjuna, we believe in the philosophy of 'Serving Society through Industry', with the Nagarjuna Culture being 'We live every moment of life in harmony with nature to create value for ourselves, our stakeholders and the society'.

This philosophy is backed by principles of concern, commitment, ethics, excellence and learning in all its interactions with stakeholders, customers, associates and community at large which has always propelled the Group towards newer horizons.

Owing to the changing business environment in which the Company today operates, your Company has drawn up a Vision.

"To be global leaders in plant nutrition' with a Mission"

'We shall pioneer transformation in plant nutrition, deliver wholesome plant nutrition solutions to the farmers and be the organization to be associated with'.

At Nagarjuna, we persistently strive to transform our business environment. We are committed to continuously evoke customer delight through constant review, monitoring and delivering proactive value-added solutions. We are also committed to provide satisfaction of all stakeholders in a balanced manner through sustainable growth and profitability. We also aim to create an environment where work becomes an enjoyable experience aligning individual goals with organizational goals, share knowledge and information, be proactive and responsible, pursue excellence and be committed, transforming the society. We aim to create an environment which enhances opportunities for all the good things, better health, education and overall quality of living that life has to offer.

At Nagarjuna, we believe that it is not the latest technology or management practice (as important as they are) that makes an organization successful as it ought to be. However, what makes it an enterprise worthy of emulation is that it shapes the environment in which it grows through active fostering of creativity, innovation, entrepreneurship and knowledge sharing.

We believe in the principles of trusteeship, fair play and transparency in all our dealings. We endeavor to have a work culture, which is performance driven and conducive to improving discipline, accountability, character, team spirit and honesty, personally and professionally.

We also believe that mutual care and concern among the employees and the organization acts as a guiding principle.

Governance Philosophy

Your Company firmly believes that building a culture of compliance is more than meeting regulations and standards. Your Company is always proactive in meeting mandated standards and practicing Corporate Governance in spirit and not just the letter of the law.

Your Company's philosophy on Corporate Governance is based on following principles:

- a) Preserving core values and ethical business conduct.
- b) Commitment to maximizing shareholder value on a sustained basis.
- c) To enhance the efficacy of the Board and inculcate a culture of transparency, accountability and integrity across the Company.
- d) Perceiving and mitigating the various risks that impact the Company.
- e) Make timely and transparent disclosures.
- f) Legal and statutory compliances.

Your Company's ethos is self-regulatory system of prompt reporting, monitoring, certification and voluntary code of practice and standards improving management effectiveness, supervision and accountability to stakeholders.

Corporate Ethics

As a responsible corporate the Company consciously follows corporate ethics in business and corporate interactions. The various Codes and Policies adopted by the Company that determine its functioning are:

- Code of Conduct and Ethics for Senior Management
- Code of Conduct for Prevention of Insider Trading
- Policy on Corporate Social Responsibility
- Policy on Corporate Governance
- Policy on Related Party Transactions
- Legal Compliance Policy
- Whistle Blower Policy
- Policy on Vendor Grievances
- Policy on Supply Chain
- Policy on Succession Planning
- Policy on Employee Participation in Management
- Policy on Conflict Management
- Policy on Training for Board of Directors
- Policy on Induction of Directors
- Board Charter
- Forex Risk Management Policy
- Policy on Corporate Sustainability
- Policy on Sexual Harassment at Workplace
- Policy on Board Evaluation
- Policy on Nomination and Remuneration
- Policy for determining Material Subsidiaries
- Policy for Preservation and Archival of Documents
- Policy on Disclosure of Material Events
- Policy on Bio-diversity
- Gift Policy
- Health Safety and Environment Policy
- Human Rights Policy
- Policy on Control of Stationary
- Policy for Preservation and Archival of Documents
- Policy on Dividend Distribution

The effective implementation of these codes / policies underpins the commitment to uphold highest principles of Corporate

Governance consistent with the Company's goal to enhance stakeholder value. These codes / policies are briefly described in the report.

Date of Report

The information provided in the Corporate Governance Report for the purpose of unanimity is as on March 31, 2022. The Report is updated as on the date of the report wherever applicable.

B. Board of Directors

Role of Board of Directors

The Board has its own charter which sets out the role, structure, responsibilities and operation of the Board. Nagarjuna Fertilizers and Chemicals Limited (hereinafter referred to as 'NFCL') is a professionally managed Company functioning under the overall supervision of the Board of Directors.

The primary role of the Board is that of trusteeship to protect the interest of Company, its stakeholders and enhance their value. As trustee, the Board ensures that the Company has clear goals and policies for achievement which are in alignment with the Vision and Mission of the Company.

The Board provides strategic direction, reviews corporate performance, authorizes and monitors strategic decisions, ensures regulatory compliances and safeguards interest of Stakeholders.

The Board is responsible for maintaining and nurturing high levels of Corporate Governance in the Company.

Composition of Board of Directors

The Board of Directors of the Company comprises of an optimum combination of Executive, Non-Executive and Independent Directors, including a women director in line with the provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations").

The Board comprises of a nominee of core Promoter Company, Amlika Mercantile Private Limited and a nominee of co-promoter Company, Krishak Bharathi Cooperative Limited.

As on March 31, 2022, the Company is required to appoint one Independent Director in compliance with the requirements of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The composition of the Board as on March 31, 2022, is as under.

Category	No. Of directors	% of total no. of Directors
Executive Directors	1	20
Non-Executive Directors	1	20
Nominee Directors	1	20
Independent Directors	2	40

Skills/Expertise/Competencies available with the Board

As required by Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following skills / expertise / competencies have been identified by the Board of Directors in the context of the Company's business and sector for it to function effectively and those available with the Board of Directors and the names of directors who have such skills / expertise / competencies are as under:

- Industry Knowledge
- Strategic Planning and Implementation
- Finance, regulatory and Risk Management
- Leadership and Management
- Corporate Governance

Name of Director	Skills/expertise/competencies				
	Industry Knowledge	Strategic Planning and Implementation	Finance, regulatory and Risk Management	Leadership and Management	Corporate Governance
Mr. Uday Shankar Jha	√	√	√	√	√
Mr. K Rahul Raju	√	√	√	√	√
Mr. Chandra Pal Singh	√	√	√	√	√
Mrs. Laliitha Raghuram	√	√	√	√	√
Mr. K C Bhanu@	√	√	√	√	√
Mr. Rajendra Gonela	√	√	√	√	√

@ Resigned with effect from June 19, 2021.

Directors Attendance and Directorship and Committee Memberships Held

None of the Directors of your Company are Directors on the Board of more than 20 companies or 7 listed companies or 10 Committees or act as Chairperson of more than 5 Committees, across all companies in which they are Directors.

The details of the Board and Annual General Meeting attendance, Membership in all the Committees of Board of the Company and Directorships and Committee positions held in other companies, for the year 2021-22 are as under:

Director	DIN No	Attendance Particulars at			Committees of Board of NFCL	No. of other Directorships, Committees member & Chairmanship (other than NFCL) in Public, Pvt., Sec.8 of Companies Act, 2013 etc.				
		Board Meetings		AGM held on September 27, 2021		Board			Board Committees &	
		Held	Attended			Chairman	Director	Name of Listed Company and Category of Directorship	Chairman	Member
INDEPENDENT										
Mrs. Lalitha Raghuram	07161344	4	4	No	<ul style="list-style-type: none"> Audit Committee Nomination and Remuneration Stakeholders Relationship Committee Corporate Social Responsibility Committee Risk Management Committee Management Committee 	-	1	-	1	-
Mr. K C Bhanu 1	08608297	-	-	-	-	-	-	-	-	-
Mr. Rajendra Mohan Gonela	02354356	4	3	Yes	<ul style="list-style-type: none"> Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee 	-	-	-	-	-
NON EXECUTIVE										
Mr. Chandra Pal Singh Yadav	00023382	4	2	No	Nil	-	6	-	-	-
Mr. Uday Shankar Jha	00056510	4	4	Yes	<ul style="list-style-type: none"> Audit Committee Nomination Remuneration Committee Management Committee Stakeholders Relationship Committee Risk Management Committee Corporate Social Responsibility Committee Shares & Debentures Committee Banking Committee Investment committee 	-	1	-	-	1
EXECUTIVE DIRECTORS										
Mr. K. Rahul Raju	00015990	4	4	Yes	<ul style="list-style-type: none"> Shares & Debentures Committee Banking Committee Management Committee Risk Management Committee Investment Committee Corporate Social Responsibility Committee 	--	2	-	--	-

1 Resigned with effect from June 19, 2021

& The Chairmanship and Membership of the Audit Committee and the Stakeholders' Relationship Committee alone is considered as per Regulation 26 of Listing Regulations.

Meetings of the Board

During the year under review the Board of Directors met four times on June 29, 2021, August 13, 2021, November 12, 2021, and February 14, 2022.

Relationships Between Directors Inter-SE

There is no inter-se relationship with directors and KMP of the Company.

Board Agenda and Minutes

As a system, Agenda, Notes on Agenda and information to Directors are generally circulated not less than seven days before the meeting of the Board of Directors. All material information is incorporated in the agenda papers for facilitating focused discussions at the meeting.

The Company is in compliance of Secretarial Standard on Meetings of Board of Directors and Secretarial Standards on

General Meetings issued by the Institute of Company Secretaries of India.

The Board of Directors meets at least once in every quarter to review the quarterly financial results and operations of the Company. Apart from this, Board Meetings are convened by giving appropriate notice to address specific needs and business requirements of the Company.

Matters of urgent nature are approved by the Board by passing resolutions through circulation.

The dates of the Board Meeting are decided well in advance and are communicated to the directors to enable them make it convenient to attend the meeting. The maximum time gap between any two consecutive meetings did not exceed 120 days except where specific exemptions have been provided in view of the COVID-19 pandemic.

The Company has a formal system of follow up, review and reporting on actions taken by the management on the decisions of the Board and Committees of the Board. The Company presents a comprehensive Action Taken Report of the previous meeting to the Board of Directors at the ensuing Meeting of the Board of Directors.

Information to the Board

The Board has complete access to all the information within the Company inter-alia the following information is regularly provided to the Board as part of the agenda papers.

- a) Monthly operations report and quarterly results of the Company.
- b) Annual operating plans, budgets, capital budgets, cash flow, updates and all variances.
- c) Contracts in which Directors are deemed to be interested.
- d) Materially important show-cause notices, demand, prosecutions or other legal notices.
- e) Materially relevant default in financial obligations to and by the Company.
- f) Significant labour problems and their proposed solutions and other significant developments.
- g) Compliance of any regulatory, statutory nature or listing requirements.
- h) Minutes of the meetings of the Board of Directors and Committees of the Board of Directors.
- i) Status of subsidiary companies.
- j) Minutes of meetings of the Board of Directors of subsidiary companies.
- k) Details of related party transactions.
- l) Quarterly compliance report in terms of SEBI (Listing Obligation and Disclosure Requirements) and any non-compliance.
- m) Report on risk assessment and minimization procedures.
- n) Information on recruitment and remuneration of senior managerial personnel below the Board level.
- o) Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- p) Issues which involves possible public or product liability claims of substantial nature, including any judgment or order which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.

- q) Significant sale of investments, subsidiaries, assets, which are not in the normal course of business.
- r) Details of any joint ventures or collaboration agreements.
- s) Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- t) Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movement if material.

Review of Legal Compliance Reports

The Board periodically reviews the compliance reports in respect of the various statutory enactments applicable to the Company.

Appointment of the Directors

Non-Executive Director

Mr. Uday Shankar Jha and Mr. Chandrapal Singh Yadav, Directors of the Company are liable to retire by rotation in compliance with the requirement of Section 152 of the Companies Act, 2013 and being eligible offers themselves for reappointment as Director.

The Details pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Mr. Uday Shankar Jha and Mr. Chandrapal Singh Yadav, forms part of Notice of the Annual General Meeting.

Independent Director

Independent Directors play an important role in the governance processes of the Board. The appointment of Independent Director is done in a structure manner taking the requirement of skill sets and competence on the Board into consideration. The Independent Directors have been appointed for a fixed tenure of five years from their respective dates of appointment. None of the Independent Directors serve as "Independent Directors" in more than eight listed companies, in line with the requirements of the Listing Regulations.

The Independent Director(s), have at the first meeting of the Board in which they participate as Director and thereafter at the first meeting of the Board in every financial year, confirmed that they meet the criteria of independence as provided under the Companies Act, 2013 and Listing Regulations.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Listing Regulations and are Independent of the Management.

Resignation of Hon'ble Justice K C Bhanu, Retd. Independent Director

Hon'ble Justice Mr. K C Bhanu, (Retd), Independent Director resigned from the Directorship of the Company with effect from June 19, 2021, due to personal and professional reasons.

Hon'ble Justice Mr. K C Bhanu, (Retd), has confirmed that there are no other material reasons other than those mentioned above for the resignation

The Board placed on record its appreciation for the services and contributions made by Hon'ble Justice Mr. K C Bhanu, (Retd), during his tenure as the Director of the Company.

Details of Familiarization Programmes to Directors

The company believes that a Board, which is well informed / familiarized with the Company and its affairs, can contribute significantly to effectively discharge its role of trusteeship in a manner that fulfils stakeholders' aspirations and societal expectations.

As a practice, a familiarization programme for all the directors, with respect to changes / developments in the domestic / global corporate and industry scenario including those pertaining to statutes / legislations and economic environment and on matters affecting the Company, to enable them to take well informed and timely decisions, is an ongoing process in the company.

While inducting Directors on the Board, formal letter of appointment is issued to the Directors, inter alia, explaining their role, function, duties, and responsibilities as Directors. The Memorandum and Articles of Association of the Company, copies of Annual Reports for the previous financial years, half year reports, organization structure, Company policies including Code of Conduct, Insider Trading Policy and Board Charter, Whistle Blower Policy etc. are also provided to the directors at the time of induction. The web link of familiarization programme is <http://www.nagarjunafertilizers.com/pdfs/Familiarization%20Prog.pdf>

Remuneration of Directors

The Company has adopted a Nomination and Remuneration Policy in compliance of Section 178 of the Act and Listing Regulation. The Policy acts as a guideline for determining, among other things, the qualifications, positive attributes and independence of a director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees.

The Company has adopted a Policy on Board Evaluation in compliance of Act and the Regulation 19 of Listing Regulations. The purpose of the policy is to assess the effectiveness of the Board as a whole, Committees of Board and Directors on regular basis and to take necessary steps for improving the effectiveness of the Board. The Nomination and Remuneration Committee of the Board is responsible for the evaluation of the Board, Committee and Directors.

Pecuniary Relationship or Transactions

Non-Executive Directors / Independent Directors are committed to maintain a high level of Corporate Governance and as such they do not have any material pecuniary relationship or transactions with the Company except as stated in the Corporate Governance report.

Remuneration Policy

The Nomination and Remuneration Policy has been adopted by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee in compliance of Section 178 of the Act and Listing Regulations.

This Policy acts as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees.

Remuneration to Non-Executive Directors / Independent Directors

The Non-Executive Directors of the Company, whether Independent or Non-Independent, are paid sitting fees for attending the meetings of the Board of Directors/Committees of Board of Directors which is within the limits prescribed under the Companies Act, 2013 and the Company has not paid any other fee or compensation to the Non-Executive Directors. There were no pecuniary relationships or transactions between the Non-Executive Directors, their associates or relatives, and the Company during the Financial Year 2021-22.

The details of remuneration paid to Non-Executive / Independent Directors of the Company during 2021-22 as sitting fees for attending the Meetings of the Board of Directors or Committees of the Board of Directors are as under:

Name of the Director	Sitting Fees for attending meetings of the Board of Directors / Committees of Directors (in Rs.)
INDEPENDENT	
Mrs. Lalitha Raghuram	2,85,000
Mr. K C Bhanu ¹	-
Rajendra Mohan Gonela	1,50,000
NOMINEE	
Mr. Chandra Pal Singh Yadav	30,000
Mr. Uday Shankar Jha	3,00,000

¹ Hon'ble Justice Shri K C Bhanu, (Retd), ceased to be a director w.e.f June 19, 2021

Remuneration to Executive Directors

The Executive Directors remuneration is subject to compliance with Schedule V of the Companies Act, 2013 and other applicable provisions. The Board, on the recommendations of the Nomination and Remuneration Committee, considers the remuneration of the Executive Directors. The Board recommends the remuneration of Executive Directors, for approval of the shareholders, at the General Body Meeting or any such authority as may be required.

The remuneration paid is determined keeping in view the industry benchmark, the relative performance of the Company and on review of remuneration packages of CEO's of other organizations in the industry.

Apart from the above, the Executive Directors do not receive any other remuneration.

Perquisites include housing, medical reimbursement; leave travel concession, club fees, personal accident insurance, earned leave and car among others.

The Company has not entered into any contract with the managerial personnel and the notice period is governed by the rules of the Company and no severance fees is payable.

The Company does not have any stock option scheme for the managerial personnel.

The details of remuneration approved by the Members of the Company, for payment to Executive Director, during 2021-22 are as under:

Directors Name	Salary per month	Commission	Perquisites
Mr. K. Rahul Raju	Rs.5,00,000/-	0.5% of the net profits of the Company limited to annual salary	Perquisites other than medical reimbursement are restricted to an amount equal to the annual salary.

Performance Evaluation of Directors and Criteria for Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out an annual evaluation of its own performance and that of its committees as well as performance of the Directors individually. The performance evaluation of the Board of Directors, its Committees and Individual Directors including Independent Directors has been carried out by the Board.

The Independent Directors of the Company had reviewed the performance of the Non-Independent Directors, the Board as a whole and the Chairman of the Company taking into account the views of the Executive Director and Non-Executive Directors. The Directors expressed their satisfaction with the evaluation process.

Meetings of Independent Directors

The Companies Act, 2013 and Listing Regulations mandate that Independent Directors of the Company shall meet at least once every year without the presence of Executive Directors or management personnel. Such meetings enable Independent Directors to discuss matters pertaining to the Company's affairs and matters mentioned in Schedule IV to the Act.

The Independent Directors met on August 11, 2021 and August 30, 2022, and apart from other matters connected to the operations and strategy of the Company reviewed the performance of the Non-Independent Directors, the Chairman of the Company taking into account the views of the Executive Director and Non-Executive Directors and the Board as a whole and discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company, the Management and the Board.

Related Party Transactions

The Board's Report contains information in this regard.

Responsibilities of the Directors

Responsibilities of the Board

The primary role of the Board is that of trusteeship to protect and enhance shareholder value. As a trustee, the Board ensures that the Company has clear goals and policies for achievement. The Board oversees the Company's strategic direction, makes strategic intervention, reviews corporate performance, authorizes and monitors strategic decision, ensures regulatory compliance and safeguards interests of stakeholders.

Responsibilities of the Chairman and Managing Director

The Board of Directors at their Meeting held on September 30, 2020, delegated powers to Mr. K. Rahul Raju, Managing Director to enable him to carry out the day-to-day operations of the Company. The powers encompass all areas such as finance, personnel, legal, general and miscellaneous powers.

Shares held by Executive and Non-Executive Directors

Mr. K. Rahul Raju, Managing Director does not hold any shares in the Company as on March 31, 2022.

None of the Non-Executive Directors held shares in the Company as on March 31, 2022.

Code of Conduct and Ethics

The Company adopted the Code of Conduct and Ethics for Directors and Senior Management Personnel. The Code was circulated to all the Members of the Board and Senior Management and the same has been put on the Company's website http://www.nagarjunafertilizers.com/pdfs/Code%20of%20Conduct%20and%20Ethics_2016.pdf

The Board of Directors and Senior Managerial Personnel have affirmed their compliance with the Code and a declaration to this effect signed by Managing Director and Company Secretary appears as annexure to the Corporate Governance report.

Training for the Board Members

As part of ongoing knowledge sharing, the Board of Directors are updated with relevant statutory amendments and landmark judicial pronouncements encompassing important laws such as Company law, SEBI Law, Income Tax Law, among others at meetings of the Board of Directors.

The Board of Directors met periodically with Senior Managerial Personnel and discusses areas of interest of the Company.

The Company, as a good governance practice, put in place a "Policy on Training of Board of Directors".

Committees of the Board

The Board of Directors has constituted various committees with specific terms of reference to ensure timely and effective working of the Board of Directors and the Company in addition to comply with the provisions of the Companies Act, 2013, Rules framed hereunder, Listing Regulations and other applicable regulations, guidelines, circulars and notifications of the Securities and Exchange Board of India ("SEBI"). All decisions and recommendations of the Committees are placed before the Board of Directors. The Committees constituted by the Board are:

Audit Committee

The Committee comprises of two Independent Directors, and one Non-Executive Director. The Company Secretary acts as secretary of the Audit Committee. The permanent invitees include Managing Director, Chief Financial Officer, and representatives of statutory auditors, internal auditors and such other executives of the Company.

The Chairman of the Audit Committee was present at the last Annual General Meeting. All the Members of the Committee possess adequate knowledge of finance and accounts. The scope of the activities of the Committee is in conformity with Regulation 18 of Listing Regulations read with Section 177(4) of the Companies Act, 2013.

The Composition of the Audit Committee and the dates on which meetings were held and the attendance particulars are as under:

Name of the Member	Status	Category	Date of the Meetings and Attendance particulars			
			29.06.2021	13.08.2021	12.11.2021	14.02.2022
Mr. Rajendra Mohan Gonela	Chairman	Independent	√	X	√	√
Mrs. Lalitha Raghuram	Member	Independent	√	√	√	√
Mr. Uday Shankar Jha	Member	Nonexecutive	√	√	√	√
Mr. K C Bhanu ¹	Member	Independent	NA	NA	NA	NA

¹ Justice Shri K C Bhanu ceased to be a member with effect from June 19, 2021.

The quorum for the Audit Committee is two Members or 1/3rd of the strength of the Audit Committee, whichever is higher with at least two Independent Directors present at the meeting.

Terms of Reference

- a) Oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b) Recommending to the Board, the appointment, re-appointment remuneration and terms of appointment of auditors of the Company.
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- d) Reviewing, with the management, the annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.
 - ii. Changes, if any, in accounting policies and practices and reasons for the same.
 - iii. Major accounting entries involving estimates based on the exercise of judgement by management.
 - iv. Significant adjustments made in the financial statements arising out of audit findings.
 - v. Compliance with listing and other legal requirements relating to financial statements.
 - vi. Disclosure of any related party transactions.
 - vii. Qualifications in the draft audit report.
- e) Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter
- g) Review and monitor the auditor's independence and performance and effectiveness of audit process.
- h) Approval or any subsequent modification of transactions of the Company with related parties.
- i) Scrutiny of inter-corporate loans and investments.
- j) Valuation of undertakings or assets of the Company, wherever it is necessary.
- k) Evaluation of internal financial controls and risk management systems.
- l) Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- n) Discussion with internal auditors any significant findings and follow up thereon.
- o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- r) To review the functioning of the Whistle Blower mechanism.
- s) To approve the appointment of CFO / Whole time Finance Director.
- t) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- u) To consider and commend to the Board appointment of Cost Auditor of the Company.

REPORT OF THE AUDIT COMMITTEE OF DIRECTORS FOR THE YEAR ENDED MARCH 31, 2022

To the shareholders of Nagarjuna Fertilizers and Chemicals Limited:

- a. During the year under review, the Company's various departments, divisions spread all over India were audited by the In-house Internal Audit Department of the Company and the reports placed before the Audit Committee for consideration.
- b. The audits were carried out pursuant to an Audit Calendar prepared by the Internal Audit Department of the Company and approved by the Audit Committee at the beginning of the year.
- c. The Audit Committee noted the Audit Report, the view of the Audit and the management on the observations of the Internal Audit Department.
- d. The Audit Committee's suggestions from time to time were implemented by the Company during the year.

- e. The Internal Audit Department adopted a risk-based approach to the Internal Audit in accordance with the recommendations of the Institute of Chartered Accountants of India. This was in comparison to the earlier system of transaction mode of Audit.
- f. The Audit Committee sought clarifications from the Auditors, Cost Accountant and the Management of the Company, whenever required, in relation to the financial matters of the Company as per the scope and powers of the Audit Committee.
- g. The Audit Committee meetings were interactive.
- h. The Committee has recommended to the Board, the appointment of M/s. D V & Associates as Cost Accountant of the Company, for the financial year 2022-23.
- i. M/s. D V & Associates have confirmed that:
- They are eligible to be appointed as Cost Auditor of the Company pursuant to Section 141 of the Companies Act, 2013.
 - They hold a valid certificate of practice.
 - They are not disqualified under any of the provisions of Section 148 of the Companies Act, 2013 and further stated that they are maintaining an arm's length relationship with the Company.

Sd/-

Hyderabad
June 14, 2022

Rajendra Mohan Gonela
Chairman Audit Committee

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises of three Directors.

The Composition of the Nomination and Remuneration Committee and the dates on which meetings were held and the attendance particulars are as under:

Name of the Member	Status	Category	Date of the Meetings and Attendance particulars	
			29.06.2021	13.08.2021
Mrs. Lalitha Raghuram	Chairperson	Independent	√	√
Mr. Rajendra Mohana Gonela ¹	Member	Independent	√	X
Mr. Uday Shankar Jha	Member	Non-Executive	√	√
Mr. K C Bhanu ²	Member	Nominee Director	NA	NA

¹ Mr. Rajendra Mohana Gonela inducted as a member with effect from June 29, 2021.

² Mr. K C Bhanu ceased to be member with effect from June 19, 2021

The quorum for the meeting is two Members or 1/3 of the members whichever is greater including atleast one Independent Director in attendance.

Terms of Reference:

- Formulate and recommend to the Board a Remuneration Policy, relating to the remuneration for the directors, key managerial personnel and other employees and review/ modify the same from time to time
- Formulate criteria for determining qualifications, positive attributes and independence of a director and review/ modify the same from time to time
- Identify persons who are qualified to become directors and who may be appointed in senior management and recommend to the Board their appointment and removal.
- Carry out evaluation of every director's performance.
- Devising a policy on Board diversity.
- To select, retain and terminate the services of any consultant who shall assist the Committee in discharging its functions.

The performance evaluation of Independent Directors has been carried out based on the following criteria's:

- The independent Director is Independent from the entity,
- Director upholds ethical standards of integrity and probity,
- Director exercises objective independent judgment in the best interest of the company,
- Director has effectively assisted the Company in implementing best corporate governance practice and then monitors the same,
- Director helps in bringing independent judgment during board deliberations on strategy, performance, risk management etc.,
- Director keeps himself/herself well informed about the Company and external environment in which it operates,
- Director acts within his authority and assists in protecting the legitimate interest of the Company, shareholder and employees,
- Director maintains high level of confidentiality, and
- Director adheres to the applicable code of conduct for independent directors.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee comprises of three directors with two being an Independent Directors. The Chairperson of the Stakeholders Relationship Committee expressed her inability to attend the last Annual General Meeting due to preoccupations.

The Composition of the Stakeholders Relationship Committee and the dates on which meetings were held and the attendance particulars are as under:

Name of the Member	Status	Category	Date of the Meetings and Attendance particulars			
			29.06.2021	13.08.2021	12.11.2021	14.02.2022
Mrs. Lalitha Raghuram	Chairperson	Independent	√	√	√	√
Mr. Uday Shankar Jha	Member	Non-Executive	√	√	√	√
Mr. Rajendra Mohan Gonela	Member	Independent	√	X	√	√

The quorum for the meeting is two Members present in person.

Terms of Reference:

The terms of reference of the Stakeholders Relationship Committee are in accordance with the provisions of Companies Act, 2013 and the Listing Regulations. It discharges such other functions as may be delegated by the Board of Directors from time to time. The role of the Stakeholders Relationship Committee includes resolving the grievances of the security holders of the Company, issue of duplicate certificates for securities of the Company, deciding the dates of book closure/ record date in respect of shares and other securities issued by the Company, review of measures taken for effective exercise of voting rights by shareholders, review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/ statutory notices by the shareholders of the Company and approve, from time to time, issue of new share certificates and transfer/transmission of shares to Investor Education and Protection Fund Authority or any other statutory body or authority, as may be applicable, and all other matters allied or incidental thereto, in pursuance of the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. In order to provide quick service to investors and expedite the process of transfers, the Board of Directors had delegated sufficient powers to the Company's executives to deal with various matters including transfer of shares, transmission of shares, etc

Name, designation, and address of Compliance Officer

Mr. Vijaya Bhasker M
Company Secretary and Compliance officer
Nagarjuna Fertilizers and Chemicals Limited
D.No. 8-2-248, Nagarjuna Hills, Punjagutta, Hyderabad – 500082
Telephone: 040-66544500, E-mail: secretarial@nfcl.in

Shareholders' complaints received and solved during the year:

The company has 3, 01,005 shareholders as on March 31, 2022. During the financial year 2021-22, the status of investor complaints were as follows:

No. of Investor complaints			
Opening balance as on 01.04.2021	Received	Solved to the satisfaction of investors	Pending as on 31.03.2022
0	8	8	0

* The Investor complaints as received from the Stock Exchanges / SEBI.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee comprises of three Directors. The Committee met once during the year.

The Composition of the Corporate Social Responsibility Committee and the dates on which meetings were held and the attendance particulars are as under:

Name of the Member	Status	Category	Date of the Meetings and Attendance particulars
			29.06.2021
Mrs. Lalitha Raghuram	Chairperson	Independent	√
Mr. K Rahul Raju	Member	Executive	√
Mr. Uday Shankar Jha	Member	Non-Executive	√

The quorum for the meeting is two Members present in person.

The terms of reference:

The terms of reference of the Corporate Social Responsibility Committee are as prescribed under the Companies Act, 2013 and the Rules framed there under, and it discharges such other functions as may be delegated by the Board of Directors from time to time. The role of the Committee includes formulating and recommending to the Board of Directors a Corporate Social Responsibility ("CSR") Policy indicating the activities to be undertaken by the Company as specified in the Companies Act, 2013, recommending the amount of expenditure to be incurred on such activities and monitoring the CSR Policy of the Company from time to time. The Corporate Social Responsibility Committee also reviews periodically the progress of CSR projects / programs / activities undertaken by the Company.

RISK MANAGEMENT COMMITTEE

Business Risk Evaluation and Management is an ongoing process within the Company. The Company has a robust risk management framework to identify, monitor, mitigate and minimize risks as also to identify business opportunities.

The Composition of the Risk Management Committee is in compliance with Regulation 21 of Listing Regulations.

The Composition of the Risk Management Committee and the dates on which meetings were held and the attendance particulars are as under:

Name of the Member	Status	Category	Date of the Meetings and Attendance particulars	
			23.12.2021	14.02.2022
Mr. K Rahul Raju	Chairman	Executive	✓	✓
Mr. Uday Shankar Jha	Member	Non - Executive	✓	✓
Mrs. Lalitha Raghuram ¹	Member	Independent	✓	✓

¹ Mrs. Lalitha Raghuram has been inducted as a member with effect from June 29, 2021.

The quorum for the meeting shall be either two Members or one third of the members of the Committee whichever is higher including at least one member of the Board of Directors in attendance.

The terms of reference of the Committee are as follows:

- To lay down procedures to inform the Board of the risk assessment and risk minimization procedures in the Company.
- To formulate a detailed risk management policy which shall include
 - A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - Measures for risk mitigation including systems and processes for internal control of identified risks.
 - Business continuity plan.

MANAGEMENT COMMITTEE

The Management Committee of Directors met four times during 2021-22.

The Composition of the Management Committee and the dates on which meetings were held and the attendance particulars are as under:

Name of the Member	Category	Dates of Meeting and attendance particulars			
		29.06.2021	13.08.2021	12.11.2021	14.02.2022
Mr. Uday Shankar Jha	Chairman	✓	✓	✓	✓
Mr. K. Rahul Raju	Member	✓	✓	✓	✓
Ms. Lalitha Raghuram	Member	✓	✓	✓	✓
Mr. K C Bhanu ¹	Member	NA	NA	NA	NA

¹ Mr. K C Bhanu ceased to be a member with effect from June 19, 2021.

The quorum is two Members present in person.

Terms of reference:

- To review the operations of the Company from time to time and also formulate and review corporate objectives and strategies including long range plans for expansion / diversification of the Company's activities.
- To formulate annual budgets/business plans for the Company.
- To approve capital expenditure other than proposals for expansion, diversification, modernization and de-bottlenecking, including Research Projects and R&D division and investment in immovable property, above Rs.5 crore up to Rs.10 crore per proposal, excluding the authority already delegated to

- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

SHARES AND DEBENTURES COMMITTEE

The Shares and Debentures Committee comprises of:

Name of member	Status
Mr. Uday Shankar Jha	Chairman
Mr. K. Rahul Raju	Member

The Committee has not met during the year 2021-22 and considered the matters through circulation.

The quorum is two Members present in person.

Terms of reference:

Allotment of shares, debentures, securities, accept calls in advance and/or share capital not called up, approve/reject or otherwise deal with applications for transfer, transmission, transposition, mutation of shares and debentures, issue share and debenture certificates including duplicate, split, sub-divide or consolidated certificates and to deal with all related matters.

Managing Director or Internal Management, as the case may be, as per Delegation of Authority.

- To approve revenue expenditure above Rs.5 crore up to Rs.10 crore in case of procurements on a single tender basis or above Rs.10 crore up to Rs.15 crore on multi-tender basis excluding the authority already delegated to Managing Director or Internal Management, as the case may be, as per Delegation of Authority.
- To make donations/contributions to charitable and other funds other than to any political party or for political purposes up to an aggregate amount of Rs.10 lakh in any financial year.
- To lay down and review from time to time the Company's employment policy.

BANKING COMMITTEE

The committee has not met during the year under review 2021-22.

The Banking Committee comprises of

Name of the Member	Status
Mr. Uday Shankar Jha	Chairman
Mr. K Rahul Raju	Member

The quorum is two Members present in person.

Terms of reference:

Availment of fund-based and non-fund-based credit facilities by the Company from Financial Institutions and Banks as per the limits delegated by the Board of Directors of the Company.

INVESTMENT COMMITTEE

The committee has not met during the year under review 2021-22.

The Investment Committee comprises:

Name of the Member	Status
Mr. Uday Shankar Jha	Chairman
Mr. K. Rahul Raju	Member

The quorum is two Members present in person.

Terms of reference:

- Investment of surplus funds in units, discounting of LC backed bills, clean bill discounting, inter-corporate deposits and investment in shares.
- To disinvest or pledge the securities such as shares, debentures, government bonds, among others, held by the Company in its name from time to time and do all such acts, deeds and things that are necessary in this regard.

RISK ASSESSMENT AND MINIMISATION PROCEDURE

The Company formulated an Enterprise Risk Management System to manage and mitigate unforeseen risks. The implementation of this system is through the Risk Management Steering Committee. The Committee is supported at the plant by the Plant Risk Management Committee and at the corporate office by Corporate Risk Management Committee.

The Committee at an early stage identifies, manages and responds to critical, cautionary and manageable risks in a systematic manner. To actively involve and inculcate the risk management right down the organization, 'Risk Owners and Risk Champions' were appointed for each department. Board members periodically review existing/new risks and action plans formulated to mitigate the risks.

SUBSIDIARY COMPANIES

The Company does not have any "material subsidiary" as defined in the Listing Regulations. The Company's policy on "material

subsidiary" is placed on the Company's website and can be accessed through web link <http://www.nagarjunafertilizers.com/pdfs/Policy%20on%20Material%20subsidiary.pdf>

The Financial Statements and Minutes of Meeting of Board of Directors of Subsidiary Company are tabled at the Meetings of the Audit Committee and Board of Directors of the Company.

PREVENTION OF INSIDER TRADING

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated the "Code of Conduct to Regulate, Monitor and Report Trading by Insiders" which allows the formulation of a trading plan subject to certain conditions and requires preclearance for dealing in the Company's shares. It also prohibits the purchase or sale of Company's shares, by the Directors, designated employees and connected persons, while in possession of unpublished price sensitive information in relation to the Company and during the period(s) when the Trading Window to deal in the Company's shares is closed. The Company Secretary is responsible for implementation of the Code. The Board of Directors, designated employees and connected persons have affirmed compliance with the Code.

The code can be accessed through web link: http://www.nagarjunafertilizers.com/pdfs/Code_Insider_Trading_NFCL_Revised_24052019.pdf

CODE OF CONDUCT AND ETHICS

The Company adopted the Code of Conduct and Ethics for Directors and Senior Management Personnel which forms the basis of its ethics and compliance program. The Code was circulated to all the Members of the Board and Senior Management and the same has been put on the Company's website www.nagarjunafertilizers.com.

The Board of Directors and Senior Managerial Personnel have affirmed their compliance with the Code and a declaration to this effect signed by Managing Director and Company Secretary appears as annexure to the Corporate Governance Report.

C. MANAGEMENT

The management identifies, measures, monitors and minimizes the risk factors in the business and ensures safe, sound and efficient operation. The Company developed and implemented policies, procedures and practices that attempt to translate the Company's core purpose and mission into a reality.

All these policies, procedures and practices are elaborated hereunder:

1) Policy on Corporate Governance

The Company always makes conscious efforts to inculcate best global Corporate Governance practices and goes beyond adherence to regulatory framework. The Company towards its commitment to trusteeship, transparency, accountability and equality in all its dealings and to maintain positive bonding has put in place a 'Policy of Corporate Governance'.

2) Policy on Corporate Social Responsibility (CSR)

The Company's dedicated philosophy of "Serving Society

through Industry” is envisaged through the above policy. At Nagarjuna, CSR is an initiative to “create new value” to economic, environmental and social issues and is intended to identify your Company with the society to establish rapport, increase competitiveness, and achieve sustainable growth, for better social development.

3) Policy on Vendor’s Grievances

To ensure consistent smooth and timely supply of quality material and services at economically viable and competitive prices from various vendors, without any grievances, the Policy on Vendors’ Grievances is adopted.

4) Policy on Supply Chain

Your Company, being the largest manufacturer and marketer of agri inputs in South India, introduced a ‘Policy on Supply Chain’, to ensure quality products are delivered on time to end customers through a network of suppliers.

5) Prohibition of Insider Trading

The Company had implemented a Policy prohibiting Insider Trading in conformity with regulations of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and now is aligned the Insider Trading to the SEBI (Prohibition of Insider Trading) Regulations, 2015. Necessary procedures have been laid for insiders identified from time to time, prohibiting trading in the securities of the Company, based on unpublished price sensitive information.

6) Policy on Succession Planning

Your Company has put in place a policy on succession planning, which is an ongoing process that identifies necessary competencies, and then works to assess, develop, and retain a talent pool of associates, in order to ensure a continuity of leadership for all critical positions.

7) Policy on Employee Participation in Management (EPM)

Your Company framed a mechanism where the associates have an involvement and ownership in the decision making process of the organization. The purpose of EPM is to increase production and productivity, evaluate costs, develop personnel, expand markets and risk management.

8) Whistle Blower Policy / Vigil Mechanism

The Company formulated a policy in compliance with Regulation 22 of Listing Regulations and Section 177(9) of the Companies Act, 2013. The Policy aims to prohibit managerial personnel from taking adverse personnel action against employees disclosing in good faith, alleged wrongful conduct on matters of public concern involving violation of any law, mismanagement, and misappropriation of public funds, among others.

Employees aware of any alleged wrongful conduct are encouraged to make a disclosure to the Audit Committee.

No personnel of the Company were denied access to the Audit Committee.

9) Legal Compliance Policy

The Company has a Legal Compliance Policy for duly complying with central, state and local laws and regulations to achieve and

maintain high business standards and benchmark the internal legal practices against international standards.

The Company uses an IT-enabled Company specific Legal Compliance Management System known as “nSure” to ensure legal and regulatory compliances of various central, state and local statutes applicable across the Company.

The system provides for tracking, monitoring and compliance at one point of control.

10) Policy on Conflict Management

The Company adopted a Policy on Conflict Management, which aims to resolve conflicts, at the lowest possible level, using procedures that address and respect the needs, interest and rights of associates in a fair and efficient manner. This is attained through the use of both, formal and informal conflict management processes. These tools are effectively coordinated through the Conflict Management System (CMS).

11) Policy on Training for Board of Directors

At Nagarjuna, we strongly believe in continuous learning. The policy ensures that the Board of Directors, being at the highest level in the organisation structure, too require training and development, to update themselves and provide best services to the Company. The training requirements of Directors vary in view of their nature of nomination on the Board and their training needs are structured accordingly.

12) Policy on Induction of Directors

The policy places the responsibility on the Chairman of the Board to ensure that all new Board members are briefed and have access to all aspects of the Company’s operations. The new Directors are briefed on several matters like, duties and powers of Directors, special duties or arrangements attaching to the position, requirement to disclose Directors interest, confidentiality and right to access Company information, among others. Additionally, new Directors are provided with other information like the Company’s constitution, policies, organization structure and other relevant information.

13) Board Charter

This Charter sets out the role, structure, responsibilities and operations of the Board of the Company and its delegation of authority to the management.

The Charter sets out the role of the Board as a Trustee of the stakeholders and the Company, who provides strategic direction, review corporate performance, authorize and monitor strategic decisions, ensure regulatory compliances and safeguard their interest.

14) Forex Risk Management Policy

The Company constituted a Forex Risk Committee to achieve the specific objectives of managing treasury risks within the Company’s strategic approach towards business and risk management.

The Company has drawn up a Forex Risk Management Policy with the objectives of forex risk management, the risk management organization structure, the benchmarks to measure performance, operational processes to identify, measure, monitor and manage

forex risks, appropriate control parameters and MIS. The minutes of the Forex Risk Committee are reviewed by the Board of Directors at every Board meeting.

15) Policy on Corporate Sustainability

At Nagarjuna, the environmental and community responsibility extends beyond the narrow confines of compliance with statutorily-stipulated standards and aims to maintain long term harmony.

16) Policy on Sexual Harassment at workplace

Policy on Sexual harassment at the work place has been framed to be in line with The Sexual Harassment at the Workplace (Prevention, Prohibition and Redressal) Act 2013 and The Sexual Harassment at the Workplace (Prevention, Prohibition and Redressal) Rules 2013.

Any form of sexual harassment is unacceptable and therefore this policy is being framed to prohibit, prevent or deter the commission of acts of sexual harassment at workplace and to provide the procedure for the redressal of complaints pertaining to sexual harassment.

17) Policy on Related Party Transactions

The Company has formulated a Policy on Materiality of Related Party Transactions In compliance with Regulation 23 of Listing Regulations. The Company to the extent possible does ensure that there are no related party transactions and if entered into due to exigencies and in the event entered into shall enter into the transaction as if entered into between unrelated parties.

The Company has formulated a "Policy for Related Party Transactions" and can be accessed at www.nagarjunafertilizers.com/pdfs/Policy_on_Related_Party_Transactions.pdf

No Related Party Transaction is entered into by the Company, except in accordance with the provisions of this Policy.

18) Policy on Board Evaluation

The purpose of the policy is to assess the effectiveness of the Board as a whole, Committees of Board and Individual Directors (Independent and Non-Independent) on regular basis and to take necessary steps for improving the effectiveness of the Directors involvement in decision making in the Board.

19) Policy on Nomination and Remuneration

This policy acts as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees

20) Policy for determining Material Subsidiaries

The Policy for determining Material Subsidiaries pursuant to Regulation 16 (c) of Chapter IV of Listing Regulations, determines the criteria for classifying a subsidiary as 'Material' in accordance with the provisions of this Policy.

The Company has formulated a "Policy for determining Material Subsidiaries" and can be accessed at <http://www.nagarjunafertilizers.com/pdfs/Policy%20on%20Material%20subsidiary.pdf>

21) Policy for preservation and archival of documents

The Policy sets out the standard for classifying, managing and storing of records of the Company and establishes a framework for effective record management and the process for subsequent archival of such records.

22) Policy on Control of Stationary

The Policy sets out control on stationery used by Share Transfer Agent (STA) including but not limited to blank certificates, dividend / interest / redemption warrants and to periodically verify the stationary by physical verification in a transparent manner as required by Securities and Exchange Board of India (SEBI).

23) Policy on Disclosure of Material Events

The Policy is drawn in accordance with Regulation 30 of Listing Regulations which states that every Company listed on the Stock Exchange shall make disclosures of any events or information which, in the opinion of the Board of Directors of the listed Company, is material.

24) Policy on Bio-diversity

Protecting and enhancing biodiversity which is an integral part of the Company's commitment to sustainable development.

25) Gift Policy

The purpose of this Policy is to inform one and all of the Company's philosophy on acceptance by associates and giving of gifts to others.

26) HSE Policy

To lay down a policy in relation to Health, Safety and Environment.

27) Human Rights Policy

The purpose of this policy is to ensure protecting human life and promoting social well-being.

28) Policy on Dividend Distribution

The policy sets out the parameters and circumstances that will be taken into account by the Board of Directors of the Company in determining the distribution of dividend to its shareholders and/or retaining profits earned by the Company.

The policy on dividend distribution appears on the website of the Company under http://www.nagarjunafertilizers.com/pdfs/Dividend_Distribution_Policy.pdf

MANAGEMENT DISCUSSION AND ANALYSIS

The Annual Report has a detailed annexure on Management Discussion and Analysis.

BUSINESS RESPONSIBILITY REPORT

The Business Responsibility Report describes the initiatives taken by the Company from an environmental, social, and Governance perspective forming part of the Directors report,

MANAGEMENT DISCLOSURES

Directors and Senior Management Personnel of the Company, as well as certain identified key associates, in compliance with Regulation 26 of Listing Regulations, make annual disclosures

to the Board relating to all material, financial and commercial transactions where they have interest, conflicting with the interest of the Company. The interested Directors do not participate in the discussion nor do they vote on such matters when the matter is considered by the Board of Directors.

D. STAKEHOLDERS INFORMATION

DISSEMINATION OF INFORMATION

The Company established systems and procedures to disseminate relevant information to its stakeholders including shareholders, auditors, suppliers, customers, employees and financiers. The primary source of information regarding the operations of the Company, including the quarterly results, can be viewed on the Company's website www.nagarjunafertilizers.com.

The quarterly and annual results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board of Directors and published in widely circulated English newspaper and in vernacular newspaper.

Green Initiative:

As a responsible corporate citizen, the Company accepts and supports the "Green Initiative" undertaken by the Ministry of Corporate Affairs, enabling delivery of documents including Annual Reports through electronic mode to shareholders at their e-mail address registered with the Depository Participants / Company.

The Company has proactively requested the shareholders to inform their email IDs. As an investor-friendly measure, the unaudited quarterly financial results and audited financial results for the year ended March 31, 2022 of the Company were emailed in addition to being published in newspapers.

The Company uses this channel of communication extensively to carry out substantial correspondence with the shareholders to reduce costs while maintaining reach to the shareholders. Shareholders, who have not yet registered their email IDs, may immediately do so at investors@nfcl.in

Investor Grievance Redressal

The company has 3,01,005 shareholders as on March 31, 2022. The Company during April 1, 2021 to March 31, 2022 received and attended/resolved 1955 letters from the investors and dematerialized/rematerialized 1189 requests for dematerialization /rematerialization of shares.

The table below lists the details of shareholder's or depositor's queries/ complaints/requests received and resolved during 2021-22.

Nature of Letters	Opening Balance	Received	Replied	Closing Balance
Change of address	0	0	0	0
Revalidation of dividend warrants	0	0	0	0
Share transfers	0	0	0	0
Demat / Remat of Shares	0	1189	1189	0
Issue of duplicate certificates	0	3	3	0
Transmission of shares *	0	69	69	0
General queries	0	1955	1955	0

SHARE TRANSFER SYSTEM

The Company's transfer of shares is fully computerized. Applications for transfer of shares held in physical form are received at the office of the Company's In-house RTA. All valid transfers are processed and registered within 15 days from the date of receipt.

Shares held in the dematerialized form are electronically traded in the Depository and the Registrars & Share Transfer Agents of the Company periodically receive from the Depository the beneficiary holdings so as to enable them to update their records and send all corporate communications, dividend warrants, etc.

Physical shares received for dematerialization are processed and completed within a period of 21 days from the date of receipt, provided they are in order in every respect. Bad deliveries are immediately returned to Depository Participants under advice to the shareholders.

The Company obtains certificate from a practicing Company Secretary in terms of Regulation 40(9) of the Listing Regulations certifying that all the certificates have been issued within 30 days of the date of lodgment for transfer, and thereafter submit the same to the stock exchanges

Transfer of unpaid and unclaimed amounts to Investor Education and Protection Fund (IEPF)

The Company in terms of provisions of Companies Act, 2013 and Investor Education and Protection Fund, Rules, 2016, had transferred dividend which remained unpaid and unclaimed for a period of 7 years along with their corresponding shares to IEPF.

The Members / claimants whose shares, unclaimed dividend, etc. which have been transferred to the demat account of the IEPF Authority, may apply for refund or claim the shares respectively by making an application to the IEPF Authority in Form IEPF- 5.

Name, designation, and address of Nodal Officer

Mr. Vijaya Bhasker M

Company Secretary and Compliance officer

Nagarjuna Fertilizers and Chemicals Limited

D.No. 8-2-248, Nagarjuna Hills, Punjagutta, Hyderabad – 500082

Telephone: 040-66544500 E-mail: secretarial@nfcl.in

Remote E-voting and E-voting during the AGM

In terms of the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and General circulars, the Company is providing remote e-voting facility and e-voting facility during the 16th AGM to enable members to cast their vote electronically on all the resolutions set forth in the Notice to the 16th Annual General Meeting to be held on Tuesday, November 29, 2022, at 10.00 AM. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting platform to the Members.

Shareholders holding shares in dematerialized form and shareholders who have registered their email addresses with the Company shall receive the remote e-voting instructions by email.

Remote e-voting facility will be available on the website www.evotingindia.com from Saturday, November 26, 2022, at 09.00 A.M and ends on Monday, November 28, 2022, at 5.00 P.M, after which the facility will be disabled by CDSL and remote e-voting shall not be allowed beyond the said date and time. The notice is also available on the website www.evotingindia.com.

The voting right of shareholders shall be in proportion to the amount paid up on the total number of shares held by the respective shareholder with the total share capital issued by the company as on the cut-off date i.e. November 22, 2022.

Dematerialization of shares and liquidity

The shares of the company are under the category of compulsory delivery in dematerialized mode by all categories of investors.

The company signed agreements with both the depositories, National Securities Depository Limited and Central Depository Services (India) Limited. As on March 31, 2022, 96.54 % of the shares of the company are held in electronic mode.

The status of the company's equity shares is furnished below:

Total No. of equity shares	59,80,65,003
Total No. of shareholders as on March 31, 2022	3,01,005

The table below shows the status of the equity shares of the company as on March 31, 2022:

Mode of Share-holding	No. of Shares	% to Total Equity Shares	No. of Share-holders	% to Total Share-holders
Physical form	2,06,98,175	3.46%	88,369	29.36%
Held in electronic mode	57,73,66,828	96.54%	2,12,636	70.64%
Total	59,80,65,003	100.00%	3,01,005	100.00%

The company's ISIN No. for dematerialization for both NSDL and CDSL is INE454M01024

RECONCILIATION OF SHARE CAPITAL AUDIT

In terms of Regulation 76 (1) (1) of SEBI (Depositories and Participants) Regulations, 2018 a Practicing Company Secretary of the Institute of Company Secretaries of India, has carried out the Reconciliation of Share Capital Audit every quarter to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued / paid-up capital is in agreement with the aggregate total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL. The Certificate from the Practicing Company Secretary for the same is submitted to the Stock Exchanges and is also placed before the Board of Directors.

SHAREHOLDING OF PROMOTERS

SI No.	Share holders Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
Core Promoter								
1	Amlika Mercantile Private Limited	296072140	49.51	49.51	296072140	49.51	49.51	0.00
Co- Promoter								
1	Governor of Andhra Pradesh	21427989	3.58	-	21427989	3.58	-	0.00
2	KRIBHCO	11000000	1.84	-	11000000	1.84	-	0.00
3	Fireseed Limited	8800000	1.47	-	8800000	1.47	-	0.00
4	Saipem SPA	4400000	0.74	-	4400000	0.74	-	0.00
	TOTAL		57.13	49.51	341700129	57.13	49.51	0.00

DISTRIBUTION OF SHAREHOLDING

The table below shows the distribution of shareholding of various groups as on March 31, 2022

Shareholding	Shareholders		Shareholding	
	Number	% to Total	Value in Rs.	% to Total
Upto 5000	296955	98.65	103677189	17.34
103677189	17.34			
5001 – 10000	2127	0.71	15719443	2.63
10001 – 20000	980	0.33	14168927	2.37
20001 – 30000	315	0.1	7813746	1.31
30001 – 40000	140	0.05	4937776	0.83
40001 – 50000	110	0.04	5150950	0.86
50001 – 100000	218	0.07	16412888	2.74
100001 and Above	160	0.05	430184084	71.93
TOTAL	301005	100.00	598065003	100.00

The table below lists the distribution of promoter and non-promoter shareholding as on March 31, 2022

	Category	No. of shares held	% of shareholding
A.	Promoter's holding	341700129	57.13%
B.	Non-promoters holding		
	I. Institutional investors		
	a. Mutual funds and UTI	4730	0.00%
	b. Banks, financial institutions, insurance companies (Central/ state government institutions/ non-government institutions)	16238	0.00%
	c. Foreign Institutional Investors/ FPI/QIB	1221878	0.20%
	II. Others		
	a. Private corporate bodies	55993834	9.36%
	b. Indian public	164524617	27.51%
	c. NRIs/OCBs	5641118	0.94%
	d. Any other (please specify) trusts	148703	0.02%
	e. Foreign National	1072	0.00%
	f. HUF	4469781	0.75%
	g. IEPF	24342903	4.07%
	GRAND TOTAL	598065003	100.00%

The table below lists the details of persons holding more than 1% shareholding in the Company as on March 31, 2022

S. No.	Name of the Company	%
	Core Promoters	
1	Amlika Mercantile Private Limited	49.51%
	Co-Promoters	
1	Governor of Andhra Pradesh	3.58%
2	KRIBHCO	1.84%
3	Fireseed Limited	1.47%
	Others - Private Corporate Bodies	
1	Zuari Agro Chemicals Limited	1.86%

LIST OF PROMOTER COMPANIES OF THE COMPANY

Core Promoters

1. Amlika Mercantile Private Limited

Co-Promoters

1. Fireseed Limited
2. Government of Andhra Pradesh
3. Krishak Bharati Co-operative Limited
4. Saipem S.p.A. (formerly Snamprogetti S.p.A)

DETAILS OF GENERAL MEETINGS

The 15th Annual General Meeting of the Company was held at the Registered Office of the Company at D.No. 8-2-248, Nagarjuna Hills, Punjagutta, Hyderabad – 500 082, through Video Conferencing / Other Audio Visual Means.

The 14th Annual General Meeting of the Company was held at the Registered Office of the Company at D.No. 8-2-248, Nagarjuna Hills, Punjagutta, Hyderabad – 500 082, through Video conferencing / other Audio Visual means.

The 13th Annual General Meetings of the Company was held at KLN Prasad Auditorium, # 11-6-841, FTCCI Building, FTCCI Marg, Red Hills, Lakdikapool, Hyderabad - 500 004

The details of approvals accorded by Special Resolution by shareholders at the last three Annual General Meetings are as under:

No of AGM & F.Y	Date & Time	Special Resolutions passed
15th AGM 2020-21	September 27, 2021 at 10.00 A.M	Nil
14th AGM 2019-20	December 30, 2020 at 10.00 AM.	<ul style="list-style-type: none"> • Reappointment of Mrs. Lalitha Raghuram as an Independent Director for a second term of five years • Reappointment of Mr. K Rahul Raju as a Managing Director for a term of three years subject to compliance with the requirements of Companies Act, 2013. • Contribution to the PM cares relief fund and AP CM relief fund for relief efforts against Covid-19 • Sell or Dispose off the investment held in Jaiprakash Engineering and Steel Company Limited, subsidiary company
13th AGM 2018-19	December 24, 2019 at 10.00 A.M.	<ul style="list-style-type: none"> • Approval of payment of remuneration to Mr. K.S. Raju, Executive Director. • Approval of payment of remuneration to Mr. K Rahul Raju, Managing Director.

The details of approvals accorded by Special Resolution by shareholders at the last three Extraordinary General Meetings are as under:

Date	Time	Transactions approved / by Business Special Resolutions
September 12, 2011	9.00 AM	• Alteration of Articles of Association as per Section 31 of the Companies Act, 1956.
		• Contribution of sum not exceeding Rs.1 crore per year to Nagarjuna Oil Refinery Limited (NORL) pursuant to Clause 29 of the Composite Scheme of Arrangement and Amalgamation and in accordance with Section 372A of the Companies Act, 1956
August 19, 2011	09.00AM	• Change of Name of the Company from Kakinada Fertilizers Limited to Nagarjuna Fertilizers and Chemicals Limited as per Section 21 of the Companies Act, 1956 and Orders of the High Court of Andhra Pradesh and High Court of Mumbai
		• Alteration of Articles of Association of the Company pursuant to the provisions of Section 31 of the Companies Act, 1956 and Orders of the High Court of Andhra Pradesh and High Court of Mumbai
February 25, 2011	02.30 PM	• Cancellation of existing capital of Rs.5 Lakhs of the Company pursuant to Section 100 to 103 subject to sanction of Composite Scheme
		• Approval of the Company to borrow any sum of money as per section 293(1)(d) of the Companies Act, 1956.
		• Approval to create mortgage and/or charge as per Section 293(1)(a) of the Companies Act, 1956.

DETAILS OF PUBLIC FUNDING IN THE LAST THREE YEARS

The Company has not raised any funds from the public. There are no GDRs / ADRs / Warrants or any convertible instruments as at the end of March 31, 2022.

Commodity Price Risk / Foreign Exchange Risk and hedging activities:

The commodity price risk of the Company may arise mainly out of imported fertilizers due to fluctuation of prices in the international market. The Company controls such risk through dynamic sourcing strategy and supply plan including constant review of market conditions and costing of competitors. In addition to the above, the prices of natural gas are subject to fluctuation on account of change in prices of crude oil and demand-supply

factors. The Company is not affected by price volatility of natural gas as the cost of natural gas is pass through under the Urea pricing policy if the consumption is within the permissible norms. The Company did not enter any transaction for hedging the commodity price risk.

The foreign exchange risk of the Company arises mainly out of import of fertilizers. The Company continuously monitors its foreign exchange exposure and hedges its foreign exchange risk exposure to the extent considered necessary through forward contracts and option structures.

MONEYS REMAINING UNCLAIMED WITH THE COMPANY

There are no unclaimed fixed deposits, unclaimed deposits and interest on deposits.

The unclaimed dividends has been transferred to IEPF Authority in terms of the provisions of the Companies Act, 2013.

Certifications:

The Managing Director and Chief Financial Officer, certify every quarter that the unaudited financial results of the Company do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification:

As required under Regulation 17(8) of the Listing Regulations, the Managing Director / Chief Executive Officer and Chief Financial Officer/General Manager - Accounts of the Company have certified the accuracy of Financial Statements, the Cash Flow Statements and adequacy of Internal Control Systems for financial reporting for the year ended March 31, 2022, and the Certificate is annexed to this Report.

Code of Conduct and Ethics Certification:

The Company had adopted Code of Conduct and Ethics which is available on the website of the Company (www.nagarjunafertilizers.com). The declaration given by Managing Director of the Company affirming compliance of the Code by the Board Members and Senior Management Personnel of the Company during the Financial Year 2021-22 is annexed to this Report.

Corporate Governance Compliance Certification:

A certificate from Company Secretary in Practice regarding compliance of conditions on Corporate Governance is annexed to this Report.

Director's disqualification certificate:

A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority, is annexed to this report.

OTHER COMPLIANCES

Your Company, in recent years, undertook a series of initiatives, going beyond regulatory requirements, to ensure excellence in governance and to promote the interests of all stakeholders.

Secretarial Standards of Institute of Company Secretaries of India (ICSI)

The Company has complied with the Secretarial Standard on Meetings of Board of Directors and (SS-1), Secretarial Standards on General Meetings (SS-2), of the Institute of Company Secretaries of India (ICSI)

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has not received any complaints pertaining to sexual harassment during the financial year 2021-22.

Means of Communication

i. Quarterly results:

The quarterly results of the Company are submitted to the Stock Exchanges in accordance with the requirements of the Listing Regulations.

ii. Newspapers wherein results normally published:

Quarterly / Half Yearly / Annual Audited Results are generally published in widely circulated newspapers viz., Financial Express (English daily) and Nava Telangana (Regional Newspaper – Telugu Daily).

iii. Any website, where displayed:

Quarterly / Half Yearly / Annual Audited Financial Results, Annual Reports, Announcements, Investor information, Policies etc. are displayed on the Company's website:

www.nagarjunafertilizers.com under the Investors section

iv. Whether it also displays official news releases:

Official news releases if any, are displayed on the Company's website: www.nagarjunafertilizers.com

V. Presentations made to institutions investors or to the analysts:

The presentations if any are placed on the Company's website www.nagarjunafertilizers.com.

GENERAL SHAREHOLDERS INFORMATION

16th Annual General Meeting to be held for Financial Year 2021-22	
Date	Tuesday, November 29, 2022
Time	10.00 A.M. (IST)
Venue	Video Conference (VC) / Other Audio-Visual Means (OAVM) For details please refer to the Notice of this AGM
Dates of Book Closure	November 23, 2022 To November 29, 2022 (Both days Inclusive)
Registered Office	D.N 8-2-248, Nagarjuna Hills, Punjagutta, Hyderabad - 500082.
Compliance Officer	Mr. Vijaya Bhasker M Ph No. (040) 66544500 Email: secretarial@nfcl.in
Share Transfer Agent	Nagarjuna Fertilizers and Chemicals Limited Investors Service Cell, Plot No 1, Punjagutta, Nagarjuna Hills, Hyderabad - 500 082 Telangana, India Ph No. (040) 66544500 Email: Investors@nfcl.in

Dividend history for the last five years	The Company has not declared any dividend during the last 5 Financial Years. The Directors of your company, after considering the operational performance and keeping in view the company's dividend distribution policy, has decided not to recommend any Dividend for the year under review.
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The Financial year is 1st April to 31st March every year and for the FY 2022-23, the financial results are proposed to be declared as per the following tentative schedule

Particulars	Schedule
Financial reporting for the quarter ended June 30, 2022	September 06, 2022
Financial reporting for the quarter / half year ending September 30, 2022	First fortnight of November, 2022
Financial reporting for the quarter / nine months ending December 31, 2022	First fortnight of February, 2023
Financial reporting for the quarter / year ending March 31, 2023	Second fortnight of May, 2023
Annual General Meeting for the year ending March 31, 2023	August / September, 2023

Stock code:

Demat ISNI for NSDL and CDSL: INE454M01024

Name of the Stock Exchange	Script Code
BSE Limited	539917
National Stock Exchange of India Limited	NAGAFERT

The Equity Shares of the Company are listed on BSE Limited, Mumbai and National Stock Exchange of India Limited, Mumbai.

The Company confirms that it has paid annual listing fees to the Stock Exchanges for the year 2022-2023.

Plant Locations:

Urea Manufacturing

Nagarjuna Road, Kakinada, East Godavari Dist, Andhra Pradesh – 533003

Micro-Irrigation

Nacharam, Hyderabad, Telangana
Sadashivpet Mandal, Medak District, Telangana
Halol, Panchmahal Dist., Gujarat

Investor Services

The Company is registered with SEBI as a Registrar to an Issue / Share Transfer Agent in Category II Share Transfer Agent which offers all share related services to its Members and Investors. These services include transfer / transmission / dematerialization of shares / revalidation of dividend warrants / subdivision / consolidation/ renewal of share certificates and resolutions of investor grievances.

Exclusive email address: The Company has designated an e-mail ID to enable the Members and Investors to correspond with the Company. The e-mail address is investors@nfcl.in

Credit Rating:

The Company obtained credit rating from India Ratings and Research (Ind-Ra) for long term issuer. The following is the ratings assigned during the financial year and status as on the date of this report:

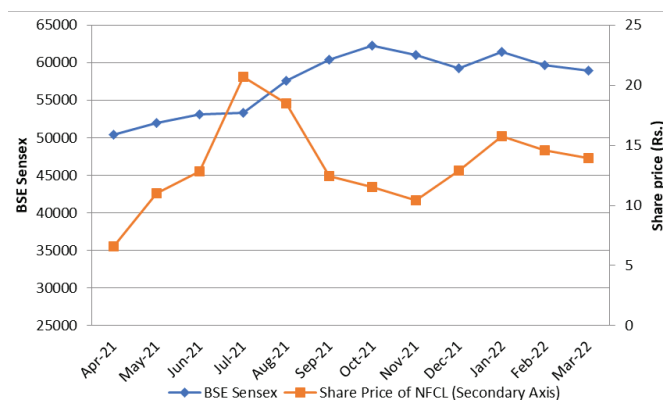
Instrument type	Maturity date	Size of issue (billion)	Rating	Rating Action
Fund-based limit (Long-term)	-	INR8.03	IND D	Affirmed
Non-fund-based limit (Short term)	-	INR11.80	IND D	Affirmed
Long-term loans	FY21-FY24	INR4.73	IND D	Affirmed

Market Price Data – high, low during each month in last financial year relating to Equity Shares listed

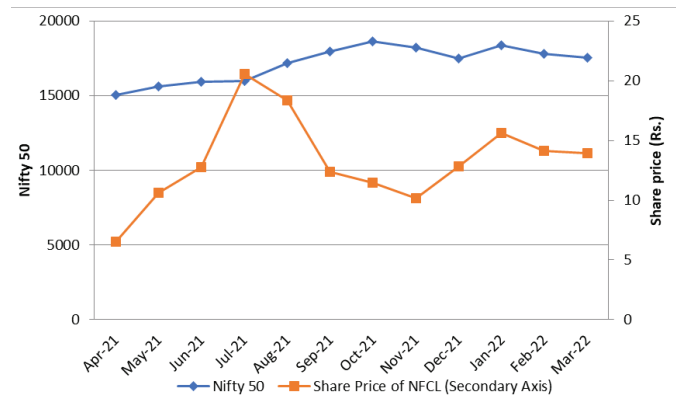
The monthly high and low prices of your Company’s share at BSE and NSE for the year ended March 31, 2022 are as under:

Month	(Amount in Rs)			
	BSE		NSE	
	High	Low	High	Low
April 2021	6.58	5.05	6.55	5.10
May 2021	11.00	5.49	10.65	5.45
June 2021	12.82	8.95	12.75	9.00
July 2021	20.67	13.46	20.55	13.55
August 2021	18.50	10.15	18.35	10.15
September 2021	12.45	10.35	12.35	10.30
October 2021	11.50	8.68	11.45	8.70
November 2021	10.45	7.60	10.15	7.50
December 2021	12.90	10.31	12.85	10.50
January 2022	15.73	11.40	15.60	11.40
February 2022	14.60	10.73	14.15	10.70
March 2022	13.90	10.45	13.90	10.25

Performance of the Share Price of the Company in comparison to BSE Sensex



Performance of the Share Price of the Company in comparison to Nifty 50



Disclosures:

Disclosures on materially significant related party transactions i.e., transactions of the Company of material nature, with its promoters, Directors or their relatives, management, its subsidiaries etc., that may have potential conflict with the interests of the Company at large:

None of the transactions with related parties during the Financial Year 2021-22 were material and were also not in conflict with the interests of the Company at large. The transactions with related parties are mentioned in the notes to Accounts.

Details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets during the last three years:

Year	Regulation	Authority	Fine (per Stock Exchange)
2019-20	Reg 17 SEBI (LODR) Regulations, 2015, Quarter ended June 30, 2019)	BSE & NSE	Rs. 4,36,600/-
	Reg 17 SEBI (LODR) Regulations, 2015, Quarter ended March 31, 2020	BSE & NSE	Rs. 4,83,800/-
2020-21	Reg 17 SEBI (LODR) Regulations, 2015, Quarter ended June 30, 2020.	BSE & NSE	Rs. 3,36,300 /-
	Reg 33 SEBI (LODR) Regulations, 2015, Quarter ended June 30, 2020.	BSE & NSE	Rs. 88,500 / -
	Reg 33 SEBI (LODR) Regulations, 2015, Quarter ended September 30, 2020.	BSE & NSE	Rs. 76,700/-
2021-22	Reg 33 SEBI (LODR) Regulations, 2015, year ended March 31, 2022.	BSE & NSE	Rs. 88,500/-

Whistle Blower Policy/Vigil Mechanism:

To maintain high level of legal, ethical and moral standards and to provide a gateway for employees to voice concern in a responsible and effective manner about serious malpractice, impropriety, abuse or wrongdoing within the organization, the Company has a Whistle Blower Policy/Vigil Mechanism in place, applicable to the Company. The vigil mechanism under the Whistle Blower Policy provides adequate safeguard against victimization of the Directors

and employees who avail of the mechanism and also provide for direct access to Chairman of the Audit Committee in exceptional cases. No personnel was denied access to the Audit Committee.

This mechanism has been communicated to all concerned and posted on the Company's website: www.nagarjunafertilizers.com/corporate-governance/Whistle_Blower_Policy.pdf

Fees paid to Statutory Auditors:

M/s. JVSL & Associates, Chartered Accountants, (ICAI Firm Registration no. 015002S), have been appointed as the Statutory Auditors in place of retiring Auditors M/s M Bhaskara Rao & Co., Chartered accountants (ICAI Firm Registration no. 000459S) have been appointed as the Statutory Auditors of the Company.

The particulars of payment of Statutory Auditors' fees, on consolidated basis are given below:

Amount (in lakh)

Particulars	Year ended March 2022	Year ended March 2021
Statutory Audit	42.00	60.00
Tax Audit	-	7.50
Limited Review	9.70	15.00
Certification and other services	8.50	16.50
Reimbursement of expenses	5.00	5.00
Total	65.20	104.00
Auditor-wise Breakup		
M Bhaskara Rao & Co (upto the AGM held in 9/2021)	15.20	104.00
M/s JVSL & Associates (From the AGM held in 9/2021)	50.00	-
Total	65.20	104.00

Compliance with Mandatory Requirements of Listing Regulations

Your Company is fully compliant with the applicable mandatory requirements of Listing Regulations except to the extent mentioned. The details as to compliance with the applicable requirements specified in regulation 17 to 27 and clause B to clause I of Sub-Regulation (2) of Regulation 46 of the Listing Regulations are as under:

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	The Company was required to appoint an Independent Director as on March 31, 2022.
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Plans for orderly succession for appointments	17(4)	Yes
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)	Yes
Maximum number of Directorships	17A	Yes
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)	Yes
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)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Secretarial Audit	24A	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	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
Other corporate governance requirements	27	Yes

The adoption of the non-mandatory requirements is as under:

Discretionary Requirements

A Non-Executive Chairman may be entitled to maintain a Chairman's office at the Company's expense and allowed reimbursement of expenses incurred in performance of his duties.	Not Applicable
A half-yearly declaration of financial performance including summary of the significant events in last six-months, may be sent to each household of shareholders.	The Unaudited Financial Results of every quarter is sent to all shareholders who have provided their e-mail addresses
The listed entity may move towards a regime of financial statements with unmodified audit opinion	Yes
The listed entity may appoint separate persons to the post of Chairperson and Managing Director or Chief Executive Officer	There is a separate Chairman and Managing Director in the Company
The Internal auditor may report directly to the Audit Committee.	The Internal Auditor has direct access to Audit committee.

CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY

We, K Rahul Raju, Managing Director and Sudhakara Rao A, CFO, of Nagarjuna Fertilizers and Chemicals Limited, to the best of our knowledge and belief certify that:

- A. We have reviewed the Financial Statements including Cash Flow of the Company (standalone and consolidated) for the year ended March 31, 2022 and to the best of our knowledge and belief, these statements:
- 1) do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
 - 2) together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to taken to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- 1) Significant changes in internal control over financial reporting during the year
 - 2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - 3) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Hyderabad
June 14, 2022

K Rahul Raju
Managing Director

Sudhakara Rao A
Chief Financial Officer

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT AND ETHICS

This is to inform you that the Company adopted a Code of Conduct and Ethics applicable to all the Members of the Board of Directors and Senior Management Personnel of the Company. The details of the Code of Conduct and Ethics are available at the Company's website at www.nagarjunafertilizers.com.

We confirm that the Company has in respect of the financial year ended March 31, 2022, received from all the Members of the Board of Directors and all the Senior Management Personnel of the Company a declaration of compliance with the Code of Conduct and Ethics as applicable to them.

Senior Management Personnel are personnel who are part of the core management team, comprising personnel one level below the Executive Directors and including all functional heads as on March 31, 2022.

Hyderabad
June 14, 2022

K Rahul Raju
Managing Director

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Nagarjuna Fertilizers and Chemicals Limited

We have examined the compliance of conditions of Corporate Governance by Nagarjuna Fertilizers and Chemicals Limited for the year ended on 31st March, 2022, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been in the manner described in the Guidance Note on Certification of Corporate Governance issued by the Institute of Company Secretaries of India and has been limited to a review of the procedures and implementation thereof adopted by the company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on our reliance upon the representations made by the management that there were no transactions of material nature with the management or by relatives that may have potential conflict with the interest of the company at large, as stated under Disclosures Column of the Company's Report on Corporate Governance.

Sl.	Particulars
1.	<p>The Company has complied with the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except the following:</p> <p>As per Regulation 17(1) of SEBI (LODR) Reg, 2015, where the Chairman of the board of directors is a nonexecutive director, atleast 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, atleast half of the board of directors shall comprise of Independent directors.</p> <p>Consequent to the resignation of Justice Shri K C Bhanu (Rtd) Independent Director of the Company with effect from 19th Jun 2021, the Company is required to appoint one Independent Director on the Board. We have been given to understand that since the Company is admitted to NCLT, Hyderabad and currently there is a stay from NCLAT, Chennai, the Company is not in a position to fulfill the requirement but however, the Company is in the process of identifying a suitable candidate for the appointment of Independent Director.</p>
2.	<p>We have been given to understand that the company undertakes share transfer activity as a Category II – In House Share Transfer Agent and the Company has certified the number of complaints received from the investors and the number of complaints resolved during the financial year and there are no complaints pending as at the year-end as stated under Investor Grievance Redressal Column of the Company's Report on Corporate Governance.</p>
3.	<p>We have been given to understand that the Company was in receipt of clarification / observation Letters for which the Company duly replied to the Stock Exchanges.</p>

We certify that the company has complied in all material respects with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements Regulations, 2015).

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For **KBG Associates**
Company Secretaries
Firm Regn No # P2009AP006100

Srikrishna Chintalapati
Partner
CP No: 6262
UDIN : F005984D000580041

Date: 7th July, 2022
Place: Hyderabad

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34 (3) and Schedule V - Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
Nagarjuna Fertilizers and Chemicals Limited
D.No 8-2-248, Nagarjuna Hills
Punjagutta, Hyderabad,
Telangana 500082.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Nagarjuna Fertilizers And Chemicals Limited having CIN L24129TG2006PLC076238 and having registered office at D.No 8-2-248, Nagarjuna Hills, Punjagutta, Hyderabad, Telangana – 500082 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers.

We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

SI	Name of the Director	DIN	Date of Appointment
1	Mr. Uday Shankar Jha	00056510	06-08-2016
2	Mr. K Rahul Raju	00015990	01-08-2014
3	Mr. Chandra Pal Singh Yadav	00023382	18-08-2011
4	Ms. Lalitha Raghuram	07161344	18-04-2015
5	Mr. K C Bhanu*	08608297	11-11-2019
6	Mr. Rajendra Mohan Gonela	02354356	25-05-2020

* Mr. K C Bhanu resigned wef 19-06-2021

It is to be noted that ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **KBG Associates**
Company Secretaries
Firm Regn No # P2009AP006100

Date: 22-07-2022
Place: Hyderabad

Srikrishna Chintalapati
Partner
CP No: 6262
UDIN : F005984D000669042

Management Discussion and Analysis

Global Economic Scenario

The global economy may be on the cusp of a new crisis, while still recovering from the pandemic. The war in Ukraine has upended the fragile global recovery, triggering a devastating humanitarian crisis in Europe, pushing up food and commodity prices, slowing growth globally and exacerbating inflationary pressures worldwide. Geopolitical and economic uncertainties are dampening business confidence and investment and further weakening short-term economic prospects.

The world economy is projected to grow by only 3.1 per cent in 2022 and 2023, with major downside risks from further intensification of the war in Ukraine, new waves of the pandemic, and faster-than-expected monetary tightening by developed country central banks.

The war in Ukraine and the sanctions against the Russian Federation have rattled commodity markets, exacerbating supply-side shocks. The conflict has directly disrupted exports of crude oil, natural gas, grains, fertilizer and metals, pushing up energy, food and commodity prices. The Russian Federation and Ukraine are key suppliers of agricultural goods, accounting for 25 per cent of global wheat exports, 16 per cent of corn exports and 56 per cent of exports of sunflower oil.

The world economy is facing substantial inflationary pressures. Global inflation is projected to increase to 6.7 per cent in 2022, twice the average of 2.9 per cent recorded during 2010–2020. Soaring food and energy prices are having knock-on effects on the rest of the economy, as reflected in the significant rise in core inflation in many economies as well.

Rising inflation is posing an additional challenge to an inclusive recovery as it disproportionately affects low-income households that spend a much larger share of their income on food items. The decline in real incomes is particularly pronounced in developing countries, where poverty is more prevalent, wage growth remains constrained, and fiscal support measures to alleviate the impact of higher oil and food prices on the vulnerable groups are more limited. Surging food inflation is worsening food insecurity and pushing many below the poverty line as developing countries are still struggling with economic shocks from the pandemic.

Indian Economic Scenario

India is on the path to a sustained economic recovery, thanks to the vigorous countrywide drive to deliver safe and wide-reaching COVID-19 vaccinations, which helped reduce the severity of the third pandemic wave with minimal disruptions to mobility and economic activity. India's economy is expected to grow at 7.5% in fiscal year (FY) 2022 and 8% in FY2023, supported by increased public investment in infrastructure and a pickup in private investment

The Government of India's policy to improve logistics infrastructure, incentives to facilitate industrial production, and measures to improve farmers' income will support the country's accelerated recovery with the risks of uncertain global economic conditions, potential new surges in COVID-19 cases, and sharp rises in commodity prices.

Large public infrastructure investments planned over the next 2 years will encourage more private investment. Together with the PM Gati Shakti initiative to improve India's logistics infrastructure, increased financial and technical support to states to expand capital investment will boost infrastructure spending and help spur economic growth. Private consumption will pick up as labor market conditions improve. Forecasts are based on a normal monsoon, which, coupled with rising wheat prices, is expected to boost agriculture output and improve farmers' income. The government's production-linked incentive scheme will provide a thrust to the manufacturing sector in FY2022 and FY2023.

Inflation will likely increase to 5.8% in FY2022 amid rising oil prices. While monetary policy will remain accommodative, the central bank may hike policy rates in the later part of the fiscal year due to tightening of the United States federal funds rate and elevated oil prices. Foreign direct investment inflow is expected to moderate amid rising global uncertainty and tightening of global economic and financial conditions.

India is a 5th Largest Economy of the World ahead of United Kingdom. It is expected that India will match Germany GDP and become the 4th Largest Economy by 2025-26 and by 2027 India will surpass Japan and become the largest economy. India's population will become the largest in the world next year and its youngest.

Agriculture Sector

The agriculture sector has experienced buoyant growth in the past two years. The sector, which is the largest employer of workforce, accounted for a sizeable 18.8 per cent (2021- 22) in Gross Value Added (GVA) of the country registering a growth of 3.6 per cent in 2020-21 and 3.9 per cent in 2021-22, due to good monsoon, various Government measures to enhance credit availability, improve investments, create market facility, promote infrastructure development and increased provision of quality inputs to the sector. Growth in allied sectors including livestock, dairying and fisheries has been the major drivers of overall growth in the sector.

The Government of India has placed focus on the food processing sector, a major market of agriculture produce and significant employer of the surplus workforce engaged in agriculture. The Government is facilitating food processing through various measures of infrastructure development, subsidized transportation and support for formalization of micro food enterprises.

Fertilizer Sector

The Indian fertilizer market is projected to register a CAGR of 11.9% during the forecast period 2022-2027.

The impact of the COVID-19 pandemic on the Indian fertilizer market has been low, as the national government exempted this sector from lockdown restrictions. However, the sector faced challenges due to a shortage of labor and raw materials, which affected shipments during the initial lockdown. The Indian government took measures to ensure fertilizers were available

to farmers amid the lockdown, resulting in increased fertilizers sales. India is the second-largest consumer of fertilizers globally, with an annual consumption of more than 55 million ton.

Over the long term, increasing agricultural production to meet the food demand of the country's growing population is expected to drive the demand for fertilizers. Among the various types of fertilizers used in India, urea, a nitrogen source, is one of the most consumed fertilizers. In 2020, urea consumption in India amounted to over 33 million ton compared to other fertilizers, and the consumption volume of urea was the highest across the country that year, followed by diammonium phosphate (DAP), according to the Ministry of Agriculture and Farmers Welfare (India).

Government Policies

Currently, New Urea Policy of 2015 is applicable to old / existing urea units. These pricing policies regulate payment of fixed costs up to and beyond reassessed capacities of urea units, promoting energy efficiency in urea production and rationalizing subsidy burden on the Government.

Major Issues faced by the urea industry are fixation of minimum fixed cost, Non-relaxation of energy consumption norms, Non-recognitions of capex for energy saving projects, nonrecognizing increase in fixed cost beyond 2008-09, Poor Profitability of Urea Sector due to under recovery of costs and delayed payments of subsidy. Issue of P&K Fertilizers is mainly Reasonableness of MRP.

The recent policy changes

One Nation One Fertilizers

The Government decided to implement One Nation One Fertilizers by introducing Single Brand for fertilizers and Logo under fertilizer subsidy scheme namely "Pradhanmantri Bharatiya Uravarak Pariyogna". The single brand name for urea, DAP, MOP and NPKs etc would be Bharat Urea, Bharat DAP, Bharat MOP and Bharat NPK respectively for all fertilizer companies and importers. New Brand name and logo to be used by all fertilizer companies from 30th November, 2022 for imported urea, Indigenous Urea and Imported PNK and from 31st December, 2022 for Indigenous PNK. The release of fertilizer subsidy to companies will be considered only for fertilizer dispatches in the new bags after the above-mentioned cut-off dates.

Pradhanmantri Kisan Samridhi Kendra (PMKSK)

The Government decided to convert the existing village, block/sub-district/taluk and district level fertilizer retail shops into Model Fertilizer Retail Shop or to establish new ones. Model fertilizer retail shop will act as One Stop Shop for all agriculture related inputs and services. The name of the Model Fertilizer Retail Shop would be Pradhanmantri Kisan Samridhi Kendra (PMKSK). As on date there are 3.3 Lakhs fertilizer retail shops at district, block/sub-district and village levels, all these shops will be converted into model retail shops. The timelines for conversion of these shops have also been prescribed.

Ensuring timely supply

The Department of Fertilizers has been entrusted the responsibility to ensure movement and distribution of subsidized chemical fertilizers. All the subsidized fertilizer sale transactions are

captured online in the Integrated Fertilizer Management System (IFMS) on real time basis. The hybrid Direct Benefit Transfer (DBT) system is introduced wherein 100 per cent payment of subsidy to the fertilizer manufacturing companies /importers on the basis of actual sales by the retailer to the farmers through the Point of Sale (PoS) machines installed at the retailer's end.

Company's Strengths and opportunities

The Company's main strength lies in an excellent track record of project execution, achieving high production levels and good safety record. The company has multiple advantages of having good brand image, nearness to raw material, and the market at its doorstep. The Company is constantly looking for new opportunities to further enhance its revenue streams and increase profitability.

Financial Performance vis a vis Operational Performance

Financials

The Company recorded a loss after tax for the year was Rs.669.91 crores against Rs. 615.33 crore for the previous year. The loss before exceptional items for the period increased by Rs 97.93 Crs mainly on account of Higher energy consumption and interest cost by Rs. 21.14Crs

Plant Operations

The Company during the financial year 2021-22 manufactured 9.142 LMT of urea as against 7.434 LMT in the previous year. The production for the year 2021-22 is less compared to the usual level, owing to low load operation of Unit II due to Ammonia-II Synthesis Converter problem till 17th Aug 2021 and then onwards shutdown of Unit-II till end of financial year.

Sales and Marketing

The Company achieved a sale of manufactured urea of 9.18 LMT compared to 7.55 LMT in the previous year. The total urea sales for both manufactured and imported urea was 9.18 LMT compared to 7.55 LMT of previous year. The Company sold 5117 MT of Customized Fertilizers during the year in comparison with sales of 13674 MT during the previous year.

Details of significant changes in Key Financial Ratios:

S. No	Ratio	31.03.2022	31.03.2021
i	Debtors Turnover Ratio	6.54	7.92
ii	Inventory Turnover Ratio	91.27	22.98
iii	Interest Coverage Ratio	-4.25	-3.21
iv	Current Ratio	0.18	0.17
v	Debt Equity Ratio	-2.18	-1.02
vi	Operating Profit Margin %	-10%	-12%
vii	Net Profit Margin %	-25%	-39%

i. Debtors Turnover Ratio: has declined due to increase in subsidy outstanding from government compared to the previous year.

- ii. Inventory Turnover Ratio: Improved due to increase in sales revenue and inventory being maintained at lower level.
- iii. Interest coverage Ratio: Increase in the losses in the current year.
- iv. Current Ratio: No significant change in current ratio.
- v. Debt Equity Ratio: Debt Equity Ratio is negative due to increase in losses.
- vi. Operating Profit Margin: Gross Profit Margin improved due to higher production.
- vii. Net Profit Margin: Improved due to higher sale value and reduction in expenses.

The Company is incurring losses for the last few years and Consequent to the same, the Net Worth of the Company became negative as on March 31, 2022.

Human Resources and industrial Relations

The Company during the previous year continued to have good industrial relations with all its employees. Various initiatives have been taken to impart training and development activities so that employees are prepared to take up new challenges for their own development and also for the overall well-being of the Company. There are 866 employees on the rolls of the Company as on 31.03.2022.

Internal Control Systems.

The Company has a strong internal control system comprising various levels of authorization, supervision, checks and balances and procedures through documented policy guidelines and manuals. The scope and authority of the Internal Audit function is defined in the Internal Audit Charter. With a view to maintain independence and objectivity in its working, the Internal Audit function reports directly to the Audit Committee.

The internal financial controls within the Company are also commensurate with the size, scale and complexity of its operations. The controls were tested during the year and

no reportable material weaknesses either in their design or operations were observed.

Risks, issues and concerns

The major issues and concerns are delay on the part of the Government of India in undertaking comprehensive fertilizer reforms is a matter of concern. DBT scheme which has serious impact on working capital, non-revision urea retail prices, dwindling domestic gas availability and enforcing revised energy norms. In addition to above challenges, the company facing is severe financial crisis, due to losses incurred during non-supply / short supply of gas, post GAIL pipeline accident

Share of domestic natural gas in total supply of gas to urea plants has declined from about 78 per cent in 2012-13 to the tune of 41 per cent during 2019-20. This was further reduced to 37 per cent in 2020-21. Further increase in LNG prices has resulted in sharp increase in gas pool prices for domestic urea. Pool price of gas has increased by about Rs.288 MMBTU from average of 2020-21 at Rs. 655 MMBTU on NCV basis to Rs. 943 MMBTU for August 2021. This translates into an increase of Rs. 6285 per tonne of urea. This cost though pass through increases in cost and working capital requirement of the company.

The pricing of Natural Gas is not in parity with international prices resulting in the cost of production of fertilizers in India not being comparable and competitive with imports, resulting in unfair competition denying level playing field to Indian fertilizer companies. The Fertilizer Industry need protection through tariff, other measures for mitigating the threat of cheaper imports and also more allocation of domestic gas.

Outlook / Future plans.

The Company is working with banks for early debt resolution and exploring various growth opportunities to enhance its revenue streams to buttress its profitability and is looking at various options.