

Name of Listed Entity - NAGARJUNA FERTILIZERS AND CHEMICALS LIMITED
Quarter ending - March 31, 2019

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN & DIN No.	Category (Chairperson / Executive / Non-Executive / independent / Nominee)	Date of Appointment in the current term / cessation	Tenure*	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	¹ Uday Shankar Jha	AAOPJ2434M 00056510	Non-Executive / Chairman	September 30, 2016	September 30, 2016 -September 29, 2021	1	0	0
Mr.	K Rahul Raju	AENPK9490D 00015990	Executive / Managing Director	August 1, 2017	August 1, 2017 - July 31, 2020	1	0	0
Mr.	Chandra Pal Singh Yadav	ABHPY7297B 00023382	Non-Executive / Nominee Director	September 26, 2017	NA	2	0	0
Mr.	Syed Shahabuddin	AGAPS5225P 00985532	Non-Executive / Nominee Director	May 26,2017	NA	1	1	0
Ms.	Lalitha Raghuram	AEIPR3382Q 07161344	Independent Director	September 29, 2015	September 29, 2015 -September 28, 2020	2	3	0
Mr.	C B Mouli	ABQPC7374Q 00042949	Independent Director	September 30, 2016	September 30, 2016-September 29, 2021	1	0	2
Mr.	V V Satya Ravindra	AACVP9220H 01887879	Non-Executive / Nominee Director	October 20, 2018	NA	2	1	0

Ceased to be Director during the quarter ended December 31, 2018								
Mr.	² K S Raju	ADFPK5468G 00008177	Executive / Chairman	January 19, 2019	August 1, 2017 – January 19, 2019	2	2	0

(1) Mr. Uday Shankar Jha was appointed as Independent Director, for a term of five years, at the Annual General Meeting held on September 30, 2016. Consequent to change in status, he ceased to be Independent Director with effect from January 19, 2019. The fact of the same was intimated to the Stock Exchanges vide intimation dated January 20, 2019.

(2) Mr. K S Raju, Whole time Director, Retired from the Directorship of the Company with effect from January 19, 2019. The fact of the same was intimated to the Stock Exchanges vide intimation dated January 20, 2019.

As on March 31, 2019 the composition of the Board of Directors of the company consists of one Non-Executive Promoter (Nominee) Director, one Executive Director, Three Nominee Directors and Two Independent Directors. Mr. Uday Shankar Jha (Chairman) being promoter's nominee, at least half of the board of directors shall comprise of Independent Directors.

Any vacancy in the office of Independent Director shall be replaced by a new Independent Director, at the earliest but not later than the immediate next meeting of the board of directors or three months from the date of such vacancy. The changes to composition of Board during the relevant quarter and previous quarter are as under:

- a) Mr. Hariharan Ramanathan, Independent Director expired on November 13, 2018
- b) Dr. NCB Nath, Independent Director, resigned from Directorship of the Company with effect from December 03, 2018 due to personal reasons.
- c) Mr. Uday Shankar Jha ceased to be Independent Director with effect from January 19, 2019 due to change in status.

Accordingly, the company need to appoint three Independent Directors as detailed hereunder:

For vacancy caused on	Due date for appointment of Independent Director
November 13, 2018	February 12, 2019
December 03, 2018	March 02, 2019
January 19, 2019	April 18, 2019

The company is undertaking all possible endeavors to appointment Independent Directors. The company has subscribed to "Independent Directors repository" being maintained by "The Institute of Chartered Accountants of India, The Institute of Company Secretaries of India, and The Institute of Cost Accountants of India.

As the company is a “Special Mention Account 2” as per RBI Notification dated February 12, 2018, the company efforts to appoint Independent Directors is yet to fructify, as the company is unable to seek the willingness of persons with requisite core skills / expertise / competencies. The company will continue its endeavors to appoint Independent Directors at the earliest.

II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive / Independent/Nominee)
1. Audit Committee	Mr. C B Mouli Mrs. Lalitha Raghuram Mr. Syed Shahabuddin	Independent Director (Chairman) Independent Director Nominee Director
2. Nomination & Remuneration Committee	Mr. C B Mouli Ms. Lalitha Raghuram Mr. V V S Ravindra	Independent Director (Chairman) Independent Director Nominee Director
3. Risk Management Committee	Mr. C B Mouli Mr. Syed Shahabuddin Mr. K Rahul Raju Mr. V V S Ravindra	Independent Director (Chairman) Nominee Director Executive – Managing Director Nominee Director
4. Stakeholders Relationship Committee	Mr. C B Mouli Mrs. Lalitha Raghuram Mr. V V S Ravindra	Independent Director (Chairman) Independent Director Nominee Director
<p>Note:</p> <p>At the Board Meeting held on January 19, 2019 Mr. K S Raju, Chairman and Whole Time Director retired; and the status of Mr. Uday Shankar Jha changed from Independent Director to Non-Independent Promoter Nominee / Non-Executive Non-Independent Chairman. To ensure continued compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Committees of the Board were reconstituted.</p> <p>The Compositions of the Committees are in compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations,</p>		

2015.			
The provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the Risk Management Committee are not applicable to the company.			
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
November 9, 2018	January 19, 2019	71 days	
	February 08, 2019	20 days	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1. Audit Committee			
February 08, 2019	Yes	November 9, 2018	91 days
2. Nomination & Remuneration Committee			
NA	NA	NA	NA
3. Risk Management Committee			
NA	Yes	November 9, 2018	NA
4. Stakeholders Relationship Committee			
February 08, 2019	No	November 9, 2018	91 days

Risk Management Committee:

The provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the Risk Management Committee are not applicable to the company. Further the risk management committee shall meet at least once in a year.

V. Related Party Transactions					
Subject	Compliance status (Yes/No/NA) refer note below				
Whether prior approval of Audit Committee obtained – NA					
Whether shareholder approval obtained for material RPT – NA					
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee – NA					
VI. Affirmations					
1) The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	<p style="text-align: right;">No</p> <p>The total strength of the Board as on March 31, 2019 is “Seven” consisting of one Executive Director, One Non-Executive (Promoter Nominee) Chairman, Two Independent Directors and Three Nominee Directors.</p> <p>The changes to composition of Board during the relevant quarter and previous quarter are as under:</p> <ol style="list-style-type: none"> a) Mr. Hariharan Ramanathan, Independent Director expired on November 13, 2018 b) Dr. NCB Nath, Independent Director, resigned from Directorship of the Company with effect from December 03, 2018 due to personal reasons. c) Mr. Uday Shankar Jha ceased to be Independent Director with effect from January 19, 2019 due to change in status. <p>Accordingly, the company need to appoint three Independent Directors as detailed hereunder:</p> <table border="1" style="width: 100%; margin-top: 10px;"> <thead> <tr> <th style="width: 50%;">For vacancy caused on</th> <th style="width: 50%;">Due date for appointment of Independent Director</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">November 13, 2018</td> <td style="text-align: center;">February 12, 2019</td> </tr> </tbody> </table>	For vacancy caused on	Due date for appointment of Independent Director	November 13, 2018	February 12, 2019
For vacancy caused on	Due date for appointment of Independent Director				
November 13, 2018	February 12, 2019				

	December 03, 2018	March 02, 2019
	January 19, 2019	April 18, 2019
	<p>The company has making all possible endeavors to appointment Independent Directors. The company has subscribed to "Independent Directors repository" being maintained by "The Institute of Chartered Accountants of India, The Institute of Company Secretaries of India, and The Institute of Cost Accountants of India.</p> <p>As the company is a "Special Mention Account 2" as per RBI Notification dated February 12, 2018, the company efforts to appoint Independent Directors is yet to fructify, as the company is unable to seek the willingness of persons with requisite core skills / expertise / competencies. The company will continue its endeavors to appoint Independent Directors at the earliest.</p>	
<p>2) The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>a. Audit Committee b. Nomination and Remuneration committee c. Stakeholders Relationship Committee d. Risk Management Committee (applicable to the top 100 listed entities)</p>	Yes	
<p>3) The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>	Yes	
<p>4) The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p>	Yes	

5) This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments / observations / advice of Board of Directors may be mentioned here:	Yes
K Chandra Sekhar Naidu Compliance Officer / Company Secretary	

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00056510	Uday Shankar Jha	Non-Executive - Independent Director	Chairperson	15-11-2018	19-01-2019	<p>At the Board Meeting held on January 19, 2019, the composition of Board has undergone change, due to retirement of Mr. K S Raju, Chairman & Whole Time Director, and change in status of Mr. Uday Shankar Jha, from Independent Director to Non-Executive Director (Non-Independent Director).</p> <p>To ensure continued compliance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors reconstituted the Audit Committee. Upon reconstitution, Mr. Uday Shankar Jha ceased to be Chairperson of Audit Committee.</p> <p>The Audit Committee as on date consists of three directors and meets the requirements of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
2	07161344	Lalitha raghuram	Non-Executive - Independent Director	Member	04-02-2016		
3	00042949	C B Mouli	Non-Executive - Independent Director	Chairperson	22-08-2016		<p>At the Board Meeting held on January 19, 2019, the composition of Board has undergone change, due to retirement of Mr. K S Raju, Chairman & Whole Time Director, and change in status of Mr. Uday Shankar Jha, from Independent Director to Non-Executive</p>

							<p>Director (Non-Independent Director).</p> <p>To ensure continued compliance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors reconstituted the Audit Committee. Upon reconstitution Mr. C B Mouli, Independent Director was appointed as Chairperson of Audit Committee.</p> <p>The Audit Committee as on date consists of three directors and meets the requirements of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
4	00985532	Syed Shahabuddin	Non-Executive - Nominee Director	Member	26-05-2017		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00056510	Uday Shankar Jha	Non-Executive - Independent Director	Chairperson	15-11-2018	19-01-2019	<p>At the Board Meeting held on January 19, 2019, the composition of Board has undergone change, due to retirement of Mr. K S Raju, Chairman & Whole Time Director, and change in status of Mr. Uday Shankar Jha, from Independent Director to Non-Executive Director (Non-Independent Director).</p> <p>To ensure continued compliance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors reconstituted</p>

							<p>the Nomination and Remuneration Committee. Upon reconstitution, Mr. Uday Shankar Jha ceased to be Chairperson of Nomination and Remuneration Committee.</p> <p>The Nomination and Remuneration Committee as on date consists of three directors and meets the requirements of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
2	00008177	K S Raju	Executive Director	Member	22-04-2014	19-01-2019	<p>At the Board Meeting held on January 19, 2019, the composition of Board has undergone change, due to retirement of Mr. K S Raju, Chairman & Whole Time Director, and change in status of Mr. Uday Shankar Jha, from Independent Director to Non-Executive Director (Non-Independent Director).</p> <p>Consequent to his retirement, Mr. K S Raju also ceased to be Member of Nomination and Remuneration Committee with effect from January 19, 2019.</p>
3	07161344	Lalitha Raghuram	Non-Executive - Independent Director	Member	26-05-2017		
	00042949	C B Mouli	Non-Executive - Independent Director	Chairperson		19-01-2019	<p>At the Board Meeting held on January 19, 2019, the composition of Board has undergone change, due to retirement of Mr. K S Raju, Chairman & Whole Time Director, and change in status of Mr. Uday Shankar Jha, from Independent Director to Non-Executive Director (Non-Independent Director).</p> <p>To ensure continued compliance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors reconstituted the Nomination and Remuneration Committee. Upon reconstitution Mr. C</p>

							<p>B Mouli, Independent Director was appointed as Chairperson of Nomination and Remuneration Committee.</p> <p>The Nomination and Remuneration Committee as on date consists of three directors and meets the requirements of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
4	01887879	V V S Ravindra	Non-Executive - Nominee Director	Member	09-11-2018		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01887879	V V S Ravindra	Non-Executive - Nominee Director	Member	09-11-2018		
2	00056510	Uday Shankar Jha	Non-Executive - Independent Director	Chairperson	15-11-2018	19-01-2019	<p>At the Board Meeting held on January 19, 2019, the composition of Board has undergone change, due to retirement of Mr. K S Raju, Chairman & Whole Time Director, and change in status of Mr. Uday Shankar Jha, from Independent Director to Non-Executive Director (Non-Independent Director).</p> <p>To ensure continued compliance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors reconstituted the Stakeholders Relationship Committee. Upon</p>

							reconstitution, Mr. Uday Shankar Jha ceased to be Chairperson of Stakeholders Relationship Committee. The Stakeholders Relationship Committee as on date consists of three directors and meets the requirements of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3	07161344	Lalitha Raghuram	Non-Executive - Independent Director	Member	05-12-2018		
4	00042949	C B Mouli	Non-Executive - Independent Director	Chairperson	19-01-2019		At the Board Meeting held on January 19, 2019, the composition of Board has undergone change, due to retirement of Mr. K S Raju, Chairman & Whole Time Director, and change in status of Mr. Uday Shankar Jha, from Independent Director to Non-Executive Director (Non-Independent Director). To ensure continued compliance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors reconstituted the Stakeholders Relationship Committee. Upon reconstitution Mr. C B Mouli, Independent Director was appointed as Chairperson of Stakeholders Relationship Committee. The Stakeholders Relationship Committee as on date consists of three directors and meets the requirements of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00056510	Uday Shankar Jha	Non-Executive - Independent Director	Chairperson	05-12-2018	19-01-2019	<p>At the Board Meeting held on January 19, 2019, the composition of Board has undergone change, due to retirement of Mr. K S Raju, Chairman & Whole Time Director, and change in status of Mr. Uday Shankar Jha, from Independent Director to Non-Executive Director (Non-Independent Director).</p> <p>To ensure continued compliance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors reconstituted the Risk Management Committee. Upon reconstitution, Mr. Uday Shankar Jha ceased to be Chairperson of Stakeholders Relationship Committee.</p> <p>The Risk Management Committee as on date consists of four directors and meets the requirements of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company voluntarily constituted Risk Management Committee and the provisions of Regulations 21 are not applicable to the company.</p>
2	00985532	Syed Shahabuddin	Non-Executive - Independent Director	Member	26-05-2017		
3	00008177	K S Raju	Executive Director	Member	29-05-2014	19-01-2019	<p>At the Board Meeting held on January 19, 2019, the composition of Board has undergone change, due to retirement of Mr. K S Raju, Chairman & Whole Time Director, and change in status of Mr. Uday Shankar</p>

							<p>Jha, from Independent Director to Non-Executive Director (Non-Independent Director).</p> <p>Consequent to his retirement, Mr. K S Raju also ceased to be Member of Risk Management Committee with effect from January 19, 2019.</p>
4	00015990	K Rahul Raju	Executive Director	Member	29-05-2014		
5	01887879	V V S Ravindra	Non-Executive - Nominee Director	Member	09-11-2018		
6	00042949	C B Mouli	Non-Executive - Independent Director	Chairperson	19-01-2019		<p>At the Board Meeting held on January 19, 2019, the composition of Board has undergone change, due to retirement of Mr. K S Raju, Chairman & Whole Time Director, and change in status of Mr. Uday Shankar Jha, from Independent Director to Non-Executive Director (Non-Independent Director).</p> <p>To ensure continued compliance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors reconstituted the Risk Management Committee. Upon reconstitution Mr. C B Mouli, Independent Director was appointed as Chairperson of Risk Management Committee.</p> <p>The Risk Management Committee as on date consists of four directors and meets the requirements of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>The provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the company and the company voluntarily constituted the Risk</p>

							Management Committee.
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Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00008177	K S Raju	Executive Director	Member	14-03-2014	19-01-2019	At the Board Meeting held on January 19, 2019, the composition of Board has undergone change, due to retirement of Mr. K S Raju, Chairman & Whole Time Director, and change in status of Mr. Uday Shankar Jha, from Independent Director to Non-Executive Director (Non-Independent Director). Consequent to his retirement, Mr. K S Raju also ceased to be Member of Corporate Social Responsibility Committee with effect from January 19, 2019.
2	00015990	K Rahul Raju	Executive Director	Member	14-03-2014		
3	01887879	V V S Ravindra	Non-Executive - Nominee Director	Member	09-11-2018		
4	00056510	Uday Shankar Jha	Non-Executive - Independent Director	Chairperson	05-12-2018	19-01-2019	At the Board Meeting held on January 19, 2019, the composition of Board has undergone change, due to retirement of Mr. K S Raju, Chairman & Whole Time Director, and change in status of Mr. Uday Shankar Jha, from Independent Director to Non-Executive Director (Non-Independent

							Director). To ensure continued compliance Section 135 of the Companies Act, 2013 the Board of Directors reconstituted the Corporate Social Responsibility Committee. Upon reconstitution, Mr. Uday Shankar Jha ceased to be Chairperson of Stakeholders Relationship Committee.
5	07161344	Lalitha Raghuram	Non-Executive - Independent Director	Chairperson	19-01-2019		<p>At the Board Meeting held on January 19, 2019, the composition of Board has undergone change, due to retirement of Mr. K S Raju, Chairman & Whole Time Director, and change in status of Mr. Uday Shankar Jha, from Independent Director to Non-Executive Director (Non-Independent Director).</p> <p>To ensure continued compliance with Section 135 of the Companies Act, 2013 the Board of Directors reconstituted Corporate Social Responsibility Committee. Upon reconstitution of Corporate Social Responsibility Committee, Mrs. Lalitha Raghuram was appointed as Chairperson of Corporate Social Responsibility Committee.</p> <p>The Corporate Social Responsibility Committee as on date consists of three directors and meets the requirements of Section 135 of the Companies Act, 2013. The provisions of Section 135 of the Companies Act, 2013 are not applicable to the company. The company voluntarily undertaking the Corporate Social Responsibility activities.</p>

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	08-02-2019	Yes		09-11-2018	91	
2	Risk Management Committee	--	Yes		09-11-2018	NA	
3	Stakeholders Relationship Committee	08-02-2019	Yes		09-11-2018	91	