

Registered Office :
Nagarjuna Hills,
Hyderabad - 500 082. INDIA
Phones : 23357200, 23357204
23357589, 23356859
Fax : (91-40)23354788
Website: www.nagarjunafertilizers.com
CIN - L24129AP2006PLC076238



Sunday, January 20, 2019

To
The Secretary, Listing Dept.
BSE Limited
P J Towers, 25th Floor
Dalal Street, Mumbai - 400001
Maharashtra, India
Scrip Code: **539917**

To
The Manager, Listing Dept.
The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai - 400051
Maharashtra, India
Symbol: **NAGARFERT**

Dear Sir,

Sub: Change in Composition of the Board and Committees

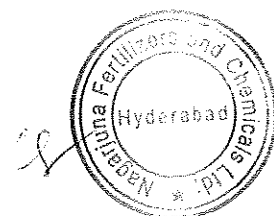
Ref: Regulation 30 read with "Part A" of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the subject, we would like to intimate that the Board of Directors of the Company at their meeting held on Saturday, January 19, 2019, at the Registered Office of the Company, inter alia considered, took note of the following:

1. Retirement of Mr. K S Raju from the office of Chairman
2. Appointment of Mr. Uday Shankar Jha, as regular Chairman of the Board
3. Reconstitution of the Committee(s) of the Board of Directors

Consequent to the above changes, the composition of Board of Directors of the company, consist of Two Independent Directors, Three Nominee Directors, One Non-Executive Director (Promoter Nominee), and One Executive Director, as under:

Name	Category
Mr. Uday Shankar Jha (Chairman)	Non-Executive Director
Mr. Kanumuru Rahul Raju	Managing Director
Mr. Chodavarapu Balamouli	Independent Director
Ms. Lalitha Raghuram	Independent Women Director



Mr. Chandrapal Singh Yadav	Nominee Director - KRIBHCO
Mr. Vedantham Venkata Satya Ravindra	Nominee Director - IDBI
Mr. Syed Shahabuddin	Nominee Director - SBI

As per Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 *"An independent director who resigns or is removed from the board of directors of the listed entity shall be replaced by a new independent director by listed entity 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, whichever is later."*

As informed in Quarterly Compliance Report on Corporate Governance, for the quarter ended December 2018, consequent to demise of Capt. Hariharan Ramanathan, Independent Director, on November 13, 2018, the company has to appoint a new Independent Director on or before February 12, 2019; and for vacancy caused due to resignation of Dr. NCB Nath, Independent Director, new Independent Director need to be appointed on or before March 02, 2019.

Further to the earlier intimation, consequent to the modifications as detailed above, the company needs to appoint an Independent Director on or before April 18, 2019. The company will undertake all possible endeavors, to reconstitute the Board of Directors, in line with requirements of Listing Regulations, within the stipulated timelines, by appointing new Independent Director(s).

Further to ensure continued compliance with Listing Regulations, the Board of Directors reconstituted the Committees as under:

1) AUDIT COMMITTEE

Name	Designation	Category
Mr. C B Mouli	Chairman	Independent Director
Ms. Lalitha Raghuram	Member	Independent Director
Mr. Syed Shahabuddin	Member	Nominee Director

2) NOMINATION AND REMUNERATION COMMITTEE

Name	Designation	Category
Mr. C B Mouli	Chairman	Independent Director
Ms. Lalitha Raghuram	Member	Independent Director
Mr. V V S Ravindra	Member	Nominee Director

3) RISK MANAGEMENT COMMITTEE

Name	Designation	Category
Mr. C B Mouli	Chairman	Non-Executive Director
Mr. K Rahul Raju	Member	Executive Director
Mr. Syed Shahabuddin	Member	Nominee Director
Mr. V V S Ravindra	Member	Nominee Director

4) STAKEHOLDERS RELATIONSHIP COMMITTEE

Name	Designation	Category
Mr. C B Mouli	Chairman	Independent Director
Ms. Lalitha Raghuram	Member	Independent Director
Mr. V V S Ravindra	Member	Nominee Director

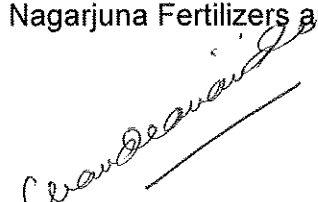
In case, if any further information or clarification is needed, we would be glad to furnish the same. We request your good self to kindly take the above information on record. The above information is also disseminated on the website of the company viz., www.nagarjunafertilizers.com/inv_announcements.htm.

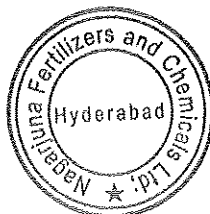
The extracts of Resolutions passed at the Board Meeting are enclosed for your information and record.

The Meeting of the Board Commenced at 14:30 hours and concluded at 19:30 hours.

Thanking you,

Yours truly,
For Nagarjuna Fertilizers and Chemicals Limited


K Chandra Sekhar Naidu
Compliance Officer



Encl: As above

Registered Office :
Nagarjuna Hills,
Hyderabad - 500 082. INDIA
Phones : 23357200, 23357204
23357589, 23356859
Fax : (91-40)23354788
Website : www.nagarjunafertilizers.com
CIN - L24129AP2006PLC076238



CERTIFIED TRUE EXTRACTS OF THE RESOLUTION OF THE SIXTY EIGHT MEETING OF THE BOARD OF DIRECTORS OF NAGARJUNA FERTILIZERS AND CHEMICALS LIMITED ("COMPANY") CIN - L24129AP2006PLC076238, HELD ON SATURDAY, JANUARY 19, 2019 AT 02.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT D.NO 8-2-248, NAGARJUNA HILLS, PUNJAGUTTA, HYDERABAD – 500 082, TELANGANA

9.1 TO TAKE NOTE OF RETIREMENT OF MR. K S RAJU, CHAIRMAN AND WHOLE TIME DIRECTOR

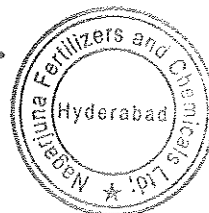
"RESOLVED THAT the retirement of Mr. K S Raju, from the office of Chairman and Whole Time Director of the Company, be and is hereby noted with effect from the close of working hours of Saturday, January 19, 2019."

"RESOLVED FURTHER THAT the Board places on record its deepest appreciation for the dedication, assistance, guidance, support and invaluable services provided by Mr. K S Raju, Chairman & Whole Time Director, during his tenure as Director of the company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Mr. K. Rahul Raju, Managing Director and Mr. K Chandra Sekhar Naidu, Company Secretary be and is hereby severally authorised to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies, Telangana."

**//Certified True Copy//
For Nagarjuna Fertilizers and Chemicals Limited**


**K Rahul Raju
Managing Director
DIN 00015990**



Registered Office :
Nagarjuna Hills,
Hyderabad - 500 082, INDIA
Phones : 23357200, 23357204
23357589, 23356859
Fax : (91-40)23354788
Website: www.nagarjunafertilizers.com
CIN - L24129AP2006PLC076238



CERTIFIED TRUE EXTRACTS OF THE RESOLUTION OF THE SIXTY EIGHT MEETING OF THE BOARD OF DIRECTORS OF NAGARJUNA FERTILIZERS AND CHEMICALS LIMITED ("COMPANY") CIN - L24129AP2006PLC076238, HELD ON SATURDAY, JANUARY 19, 2019 AT 02.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT D.NO 8-2-248, NAGARJUNA HILLS, PUNJAGUTTA, HYDERABAD – 500 082, TELANGANA

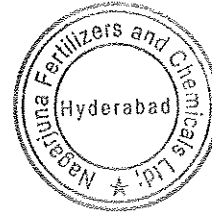
9.2 TO APPOINT MR. UDAY SHANKAR JHA AS CHAIRMAN OF THE BOARD

"RESOLVED THAT Mr. Uday Shankar Jha, Promoter's Nominee be and is hereby appointed as the Chairman of the Board and he shall hold office, until otherwise decided by the Board of Directors."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Mr. K. Rahul Raju, Managing Director, and Mr. K Chandra Sekhar Naidu, Company Secretary be and are hereby severally authorised to do all acts, deeds, matters and things as deem necessary, proper or desirable."

**//Certified True Copy//
For Nagarjuna Fertilizers and Chemicals Limited**


**K Rahul Raju
Managing Director
DIN 00015990**



Registered Office :
Nagarjuna Hills,
Hyderabad - 500 082, INDIA
Phones : 23357200, 23357204
23357589, 23356859
Fax : (91-40)23354788
Website : www.nagarjunafertilizers.com
CIN - L24129AP2006PLC076238



CERTIFIED TRUE EXTRACTS OF THE RESOLUTION OF THE SIXTY EIGHT MEETING OF THE BOARD OF DIRECTORS OF NAGARJUNA FERTILIZERS AND CHEMICALS LIMITED ("COMPANY") CIN - L24129AP2006PLC076238, HELD ON SATURDAY, JANUARY 19, 2019 AT 02.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT D.NO 8-2-248, NAGARJUNA HILLS, PUNJAGUTTA, HYDERABAD – 500 082, TELANGANA

9.3 RECONSTITUTION OF COMMITTEE(S)

1) AUDIT COMMITTEE

"RESOLVED THAT pursuant to the provisions of Section 177 of the Companies Act, 2013 read with relevant Rules made thereunder; and in accordance with the Regulations specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Board of Directors be and is hereby accorded to reconstitute the Audit Committee of the Board, as under:

Name	Designation	Category
Mr. C B Mouli	Chairman	Independent Director
Ms. Lalitha Raghuram	Member	Independent Director
Mr. Syed Shahabuddin	Member	Nominee Director

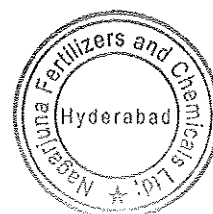
"RESOLVED FURTHER THAT the terms of reference, conditions as to quorum, etc., shall remain unchanged."

2) NOMINATION AND REMUNERATION COMMITTEE

"RESOLVED THAT pursuant to the provisions of Section 178 of the Companies Act, 2013 read with relevant Rules made thereunder; and in accordance with the Regulations specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Board of Directors be and is hereby accorded to reconstitute the Nomination and Remuneration Committee of the Board, as under:

Name	Designation	Category
Mr. C B Mouli	Chairman	Independent Director
Ms. Lalitha Raghuram	Member	Independent Director
Mr. V V S Ravindra	Member	Nominee Director

[Handwritten signature]





"RESOLVED FURTHER THAT the terms of reference, conditions as to quorum, etc., shall remain unchanged."

3) MANAGEMENT COMMITTEE

"RESOLVED THAT pursuant to the provisions of Companies Act, 2013 read with relevant Rules made thereunder; and in accordance with the Regulations specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Board of Directors be and is hereby accorded to reconstitute the Management Committee of the Board, as under:

Name	Designation	Category
Mr. Uday Shankar Jha	Chairman	Non-Executive Director
Mr. K Rahul Raju	Member	Executive Director
Mr. Syed Shahabuddin	Member	Nominee Director
Mr. V V S Ravindra	Member	Nominee Director

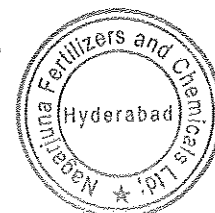
"RESOLVED FURTHER THAT the terms of reference, conditions as to quorum, etc., shall remain unchanged."

4) RISK MANAGEMENT COMMITTEE

"RESOLVED THAT pursuant to the provisions of Companies Act, 2013 read with relevant Rules made thereunder; and in accordance with the Regulations specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Board of Directors be and is hereby accorded to reconstitute the Risk Management Committee of the Board, as under:

Name	Designation	Category
Mr. C B Mouli	Chairman	Non-Executive Director
Mr. K Rahul Raju	Member	Executive Director
Mr. Syed Shahabuddin	Member	Nominee Director
Mr. V V S Ravindra	Member	Nominee Director

"RESOLVED FURTHER THAT the terms of reference, conditions as to quorum, etc., shall remain unchanged."



5) STAKEHOLDERS RELATIONSHIP COMMITTEE

“RESOLVED THAT pursuant to the provisions of Companies Act, 2013 read with relevant Rules made thereunder; and in accordance with the Regulations specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Board of Directors be and is hereby accorded to reconstitute the Stakeholders Relationship Committee of the Board, as under:

Name	Designation	Category
Mr. C B Mouli	Chairman	Independent Director
Ms. Lalitha Raghuram	Member	Independent Director
Mr. V V S Ravindra	Member	Nominee Director

“RESOLVED FURTHER THAT the terms of reference, conditions as to quorum, etc., shall remain unchanged.”

6) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

“RESOLVED THAT pursuant to the provisions of Companies Act, 2013 read with relevant Rules made thereunder; and in accordance with the Regulations specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Board of Directors be and is hereby accorded to reconstitute the Corporate Social Responsibility Committee of the Board, as under:

Name	Designation	Category
Mrs. Lalitha Raghuram	Chairman	Independent Director
Mr. K Rahul Raju	Member	Executive Director
Mr. V V S Ravindra	Member	Nominee Director

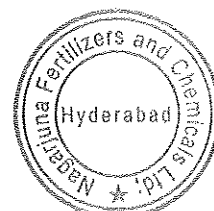
“RESOLVED FURTHER THAT the terms of reference, conditions as to quorum, etc., shall remain unchanged.”

7) SHARES AND DEBENTURES COMMITTEE

“RESOLVED THAT the Shares and Debentures Committee of Board of Directors of the Company be and is hereby reconstituted consisting of the following Directors:

Mr. Uday Shankar Jha Chairman
Mr. K Rahul Raju Member

The Quorum shall be two members present”



Terms of Reference:

Allotment of Shares, 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.

8) BANKING COMMITTEE

"RESOLVED THAT the Banking Committee of Board of Directors of the Company be and is hereby reconstituted consisting of the following Directors:

Mr. Uday Shankar Jha Chairman
Mr. K Rahul Raju Member

The Quorum shall be two members present"

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

9) INVESTMENT COMMITTEE

"RESOLVED THAT the Investment Committee of Board of Directors of the Company be and is hereby reconstituted consisting of the following Directors:

Mr. Uday Shankar Jha Chairman
Mr. K Rahul Raju Member

The Quorum shall be two members present"

Terms of Reference:

- 1) Investment of surplus funds in units, discounting of LC backed bills, clean bill discounting, inter-corporate deposits and investment in shares.
- 2) To dis-invest or pledge the securities such as shares, debentures, government bonds, etc., 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."

**//Certified True Copy//
For Nagarjuna Fertilizers and Chemicals Limited**


K Rahul Raju
Managing Director
DIN 00015990

