

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



September 29, 2018

To,
The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.C- 1, G Block
Bandra – Kurla Complex
Bandra (E), Mumbai – 400 051

Dear Sir,

Scrip Code: NAGAFERT

Sub: Consent of Shareholders to the appointment of Capt Hariharan Ramanathan as Independent Director

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors vide circular resolution dated January 20, 2018 appointed Capt Hariharan Ramanathan as Independent Director of the company, subject to approval of shareholders at the Annual General Meeting.

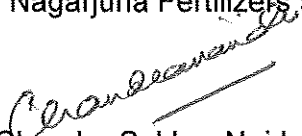
The Shareholders of the company at the Annual General Meeting held on September 29, 2018 considered and accorded their approval to the appointment of Capt. Hariharan Ramanathan (DIN 03150763), as Independent Director to hold office upto the conclusion of the Seventeenth Annual General Meeting, not liable to retire by rotation.

The extract of resolution passed at the Annual General Meeting is enclosed for information and further usefulness.

Request you to kindly take the above information on record.

Thanking you,

Yours faithfully,
for Nagarjuna Fertilizers and Chemicals Limited


K Chandra Sekhar Naidu
Company Secretary

Encl: As above

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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS AT
THE TWELVTH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON
SEPTEMBER 29, 2018**

Appointment of Capt. HariharanRamanathan as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Capt. HariharanRamanathan (DIN 03150763) who was appointed as an Additional Director of the Company by the Board of Directors, with effect from January 20, 2018 and who holds office till the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his Intention to propose the candidature for the office of Independent Director of the Company, who meets the criteria for independence under Section 149 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, to hold office up to the conclusion of the Seventeenth Annual General Meeting, not liable to retire by rotation."

Certified True Copy
For Nagarjuna Fertilizers And Chemicals Ltd.

K. Chandra Shekhar Naidu
K. Chandra Shekhar Naidu
Company Secretary



Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

In accordance with the provisions of Companies Act, 2013 the appointment of an Independent Director requires approval of Members. Capt. HariharanRamanathan (DIN 03150763) was appointed as an Additional Director of the Company by the Board of Directors on January 20, 2018 pursuant to the provisions of Section 161 of the Act, based on the recommendation of the Nomination and Remuneration Committee.

In terms of Section 161 of the Act, Capt. HariharanRamanathan (DIN 03150763) holds office only up to the date of the ensuing Annual General Meeting of the Company. The Company has received a notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Capt. HariharanRamanathan (DIN 03150763) for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from Capt. HariharanRamanathan (DIN 03150763) (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment And Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment And Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Capt. HariharanRamanathan is a Graduate from Delhi University and an ex-service man. He was involved in garments manufacture and exports and now serves as a consultant and conducts Skill Development training programs at various Institutes.

In the opinion of the Board of Directors, Capt. HariharanRamanathan (DIN 03150763), the Independent Director proposed to be appointed, fulfils the conditions specified in the Act, the Rules made thereunder and the Listing Regulations and he is independent of the Management. He does not hold any shares in the Company in his individual capacity or on a beneficial basis for any other person. In the opinion of the Board Capt. HariharanRamanathan (DIN 03150763) is independent of the management and possesses appropriate skills, experience and knowledge. A copy of the draft letter of appointment of Capt. HariharanRamanathan (DIN 03150763) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day up to the date of the Annual General Meeting. Pursuant to the provisions of Companies Act, 2013 and Listing Regulations, the resolution seeks the approval of the shareholders for the appointment of Capt. HariharanRamanathan (DIN 03150763) as an Independent Director of the Company, up to the conclusion of Seventeenth Annual General Meeting, not liable to retire by rotation.



The Board considers that in view of his rich experience, his association would be of immense benefit to the Company and it is desirable to avail the services of Capt. HariharanRamanathan (DIN 03150763) as an Independent Director.

Capt. HariharanRamanathan (DIN 03150763) and his relatives are interested in the Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution, financially or otherwise. He is not related to any of the Directors or Key Managerial Personnel of the Company.

Details as required pursuant to Companies Act, 2013, the Rules made thereunder, the Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings, is set out as Annexure to this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 for approval by shareholders.

Certified True Copy
For Nagarjuna Fertilizers And Chemicals Ltd,

Chandra Shekhar Naidu
K. Chandra Shekhar Naidu
Company Secretary