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

NAGARJUNA
GROUP
Nagarjuna Fertilizers
and Chemicals Limited

June 30, 2021

To
BSE Limited
P J Towers, Dalal Street, Fort
Mumbai 400001

Scrip Code: **539917**

To
The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Symbol: **NAGAFERT**

Dear Madam / Sir,

Sub: Annual Secretarial Compliance Report

In compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed Annual Secretarial Compliance Report issued by M/s. KBG and Associates, Practicing Company Secretaries for the Financial Year ended March 31, 2021.

Request you to take the same on record and oblige.

Thanking you,

Yours Truly,
For Nagarjuna Fertilizers and Chemicals Limited

MASAPATHRI VIJAYA BHASKER
Digitally signed by MASAPATHRI VIJAYA BHASKER
Date: 2021.06.30 17:22:44 +05'30'

Vijaya Bhasker M
Company Secretary

SECRETARIAL COMPLIANCE REPORT OF NAGARJUNA FERTILIZERS AND CHEMICALS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2021

We M/s. KBG Associates, Company Secretaries in Practice have examined all the documents and records made available to us and explanation provided by M/s. Nagarjuna Fertilizers and Chemicals Limited ("the listed entity"); the filings/ submissions made by the listed entity to the stock exchanges; website of the listed entity; any other document/ filing (as may be relevant) which had been relied upon to make this certification for the year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act"); and(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA").

The specific Regulations, Circulars and Guidelines issued were examined include the below:

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**LODR**);

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - ***Not applicable for the period under review***;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- ***Not applicable for the period under review;***

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - ***Not applicable for the period under review***;

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- ***Not applicable for the period under review***;

(g) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013- ***Not applicable for the period under review***;

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

(j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993and circulars/ guidelines issued thereunder;

KBG ASSOCIATES Hyderabad Company Secretaries

1st Floor, 1-9-309/A, Above Kancheepuram Lavanya Silks, Near Red Cross Blood Bank
Atchuta Reddy Marg, Vidya Nagar, Hyderabad, Telangana, India - 500 044.
Ph : +91 80084 02731, Email : secretarial.consulting@gmail.com

Based on the above examination w.r.t provisions from (a) to (j) related to SEBI Act, We hereby report that, during the Review Period:

(a) the listed entity has complied with the provisions of the above Regulations, Circulars and Guidelines issued there under, except in respect of matters specified below:

Sl	Compliance Requirement	Deviations	Remarks of PCS
1.	As per Regulation 17(1) (b) 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.	At least 50% of the Board of the Company shall comprise of Independent Directors. However, the composition of the Board was not in compliance till 27-05-2020 during the Jun Quarter.	The Company has appointed Mr. Rajendra Mohan Gonela as Independent Director of the Company w.e.f 28th May, 2020; Hence the company is in compliance with the requirement of Regulation 17 (1).
2.	As per SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dtd20-04-2018; listed entities have to collect copy of PAN and bank account details of all securities holders holding securities in physical form, by sending a letter under registered/Speed post seeking PAN and bank details within 90 days of the circular and two reminders thereof with a gap of 30 days.	We have been informed that the company: a) Has been displaying this requirement on the website & Requesting shareholders through its Annual Reports 2017-18, 2018-19 & 2019-20 respectively b) Also published on various occasions / dates in Business Standard and Andhra Prabha on 01-09-2018 and Financial Express & Nava Telangana on two dates 02-12-2019 and on 16-12-2020 respectively. *c)* Further as an SOP by our at our In-House Share Transfer Department, the company is reiterating the implications of the SEBI Notifications in all the correspondences (both in physical and electronically) made with the shareholders.	We were given to understand that the company made representation to SEBI, NSDL and CDSL to exempt the company from complying with the Circular. This is purely due to involvement of huge financial burden and would also be in contradiction of green initiative of the SEBI and Government of India. The company is yet to receive communication from the Regulators on the above matter.

1st Floor, 1-9-309/A, Above Kancheepuram Lavanya Silks, Near Red Cross Blood Bank
Atchuta Reddy Marg, Vidya Nagar, Hyderabad, Telangana, India - 500 044.
Ph : +91 80084 02731, Email : secretarial.consulting@gmail.com

3.	As per Regulation 33 of SEBI (LODR) Reg, 2015, every listed company has to submit its Annual Standalone Financial Results for period ended 31st March within 60 days from the end of Financial year and Unaudited Quarterly Financial Results within 45 days from the end of each quarter. Due to Covid Pandemic, SEBI extended the timelines as per their Notifications.	The company has submitted (i) Annual financial statements on 14th Aug 2020; (ii) Unaudited quarter ended financial results for quarter ended June 30, 2020 was submitted on 30-09-2020 and quarter ended 30-Sep, 2020 was submitted on 30-11-2020.	We have been given to understand that due to COVID -19 pandemic, it impacted functioning of various departments in the company and hence could not complete the finalization of accounts and audit within the time limit prescribed and consequent upon the same delayed filings were made with SEBI. The company has intimated the detailed reasons for the delay in circulating financial results to stock exchanges which have been accepted by the concerned.
4.	As per Regulation 14 of SEBI (LODR) Reg, 2015 every listed entity shall pay listing fee within timelines prescribed. Due to Covid Pandemic, SEBI extended the timelines for payment of custodian fee till 30th June, 2020.	The company paid the listing fees for the FY 2020-21 to both the Stock Exchange (s) on 26th Nov, 2020.	We have been given to understand that due to COVID -19 pandemic and complete lockdown all over India resulted in delay in payment of listing fees.
5.	As per Regulation 29(2) of SEBI (LODR) Regulations, 2015, the listed entity shall give intimation of the Board meeting to the Exchange at least five days in advance (excluding date of intimation and date of meeting) for the subject matters which includes proposal for approval of financial results.	The Company had intimated to stock exchanges on 9th Aug, 2020 regarding the board meeting scheduled to be held on 14-08-2020.	We have been given to understand that due to COVID -19 pandemic and complete lock down in India, there was delay in filing. The Stock Exchange (s) initially levied penalties which were later on waived off by both the Stock Exchange (s)

KBG ASSOCIATES Hyderabad Company Secretaries

1st Floor, 1-9-309/A, Above Kancheepuram Lavanya Silks, Near Red Cross Blood Bank
Atchuta Reddy Marg, Vidya Nagar, Hyderabad, Telangana, India - 500 044.
Ph : +91 80084 02731, Email : secretarial.consulting@gmail.com

6.	As per Regulation 31 of SEBI (LODR) Regulations, every listed entity has to submit shareholding pattern on quarterly basis within 21 days of end of the quarter.	The company could not file the shareholding pattern for the period ended 30-09-2020 within due date.	NSDL stopped access to beneficial possession to the Company wef 31-07-2020. Due to delay in settlement of annual custodial fee as NSDL did not send the Invoice for process and payment to the Company. Hence, Company could not file Shareholding pattern ending 30-09-2020 within 21 days and the consequent delay had been brought to the Notice of Stock Exchanges with details explanations. We were informed that the same was filed on 1st Dec, 2020.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity / its promoters/ directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the SOP issued by SEBI through various circulars) under the aforesaid Acts etc :

Sl	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Stock Exchange	The Composition of the Board of Directors, in relation to the appointment of Independent Directors, is not in compliance with Regulation 17 (1) during the quarters ended March 2020 & June 2020.	Stock Exchanges have invoked SEBI Standard Operating Procedures in relation to the said delay.	The company had made detailed representation seeking waiver of fine and the application had been rejected by Stock Exchange (s).

#101, Sri Sai Krishna Residency,Lane adjacent to Bake Zone, 1-2-234/13,Aravindnagar, Domalguda, Hyderabad - 500 029.
Phone: +91-40-66785426 Fax: +91-40-66785427

KBG ASSOCIATES Hyderabad Company Secretaries

2.	Stock Exchange	Non-Compliance of Regulation 33 for delayed filing of annual financial statements. (Quarterly Accounts and Annual Accounts)	Stock exchanges have levied fine in terms of SEBI SOP. The company made representations detailing the reasons and requested the BSE for waiver of fine. (due to COVID-19 pandemic, the company could not complete the finalization of accounts and audit for 2 quarters and annual accounts finalization)	We have been given to understand that : Company's representation had been accepted by BSE for Mar, 2020 quarter. Company yet to receive the BSE response for Jun 2020 representation. Company paid the penalty for Sep 2020 quarter for the notice from BSE.
3.	Stock Exchange	Non-Compliance of Regulation 33 for delayed filing of annual financial statements. (Quarterly Accounts and Annual Accounts)	Stock exchanges have levied fine in terms of SEBI SOP. The company made representations detailing the reasons and requested the NSE for waiver of fine. (due to COVID-19 pandemic, the company could not complete the finalization of accounts and audit for 2 quarters and annual accounts finalization)	We have been given to understand that : Company yet to receive the NSE response for Mar, 2020 quarter. Company's representation had been rejected and Company made payment to NSE for Jun 2020. Company paid the penalty for Sep 2020 quarter for the notice from NSE.
4.	Stock Exchange	Non-compliance with Regulation 29 relating to time limits for prior intimation regarding the board meeting at which financial statements were adopted. The Company had intimated to stock exchanges on August 09, 2020 regarding the board meeting scheduled to be held on 14-08-2020.	The stock exchanges had levied fine for delay filing and the company made representations detailing the reasons. Both the Stock Exchange (s) have waived off the fine imposed involved on this matter.	We were given to understand that the notice to the board meeting were not as per Regulation 29 (2) and Company received Notices and consequent upon the same Company gave representation application (s) for waiver which was accepted by Stock Exchange (s)

1st Floor, 1-9-309/A, Above Kancheepuram Lavanya Silks, Near Red Cross Blood Bank
Atchuta Reddy Marg, Vidya Nagar, Hyderabad, Telangana, India - 500 044.
Ph : +91 80084 02731, Email : secretarial.consulting@gmail.com

5.	Stock Exchange	The company could not file the shareholding pattern as per Regulation 31 for the period ended 30-09-2020 within due date.	Stock exchanges invoked SEBI SOP for the said delay. The company made representations & requested the stock exchanges for waiver of fine The company is yet to receive response on waiver application	We have been given to understand that the Company made representation pursuant to Notice issued by SEBI / Stock Exchanges for delayed filing, for which Company made waiver representation applications and is awaiting the response from SEBI / Stock Exchanges

(d) The listed entity has taken the following actions to comply with the observations made in previous reports for FY 2019-2020 :

Sl	Observations of PCS in the previous reports	Observations made in SAR 2020	Actions taken by the listed entity, if any	Comments of PCS on actions taken
1.	Composition of the Board Independent Directors	Composition of the Board Independent Directors	We reported in our previous Certification that the company is taking all possible endeavors to reinstate the Board with requisite number of Independent Directors. Further, it was explained to us that due to Financial Stress and other liquidity challenges, the Company could not succeed on this matter. Later on, Company appointed Independent Directors on the Board and complied with the regulations	We have been given to understand that the Company is in compliance with the requirement of Regulation 17 (1) as on the date of issuing this Certificate.

#101, Sri Sai Krishna Residency,Lane adjacent to Bake Zone, 1-2-234/13, Aravindnagar, Domalguda, Hyderabad - 500 029.
Phone: +91-40-66785426 Fax: +91-40-66785427

KBG ASSOCIATES Hyderabad Company Secretaries

2.	SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dtd 20-04-2018;	As per said SEBI Circular; listed entities have to collect copy of PAN and bank account details of all securities holders in physical form, by sending a letter (s) as prescribed within timelines.	We have been informed that the company: (a) Has been displaying this requirement on the website & Requesting shareholders through its Annual Reports 2017-18, 2018-19 & 2019-20 respectively (b) Also published on various occasions / dates in Business Standard and Andhra Prabha on 01-09-2018 and Financial Express & Nava Telangana on two dates 02-12-2019 and on 16-12-2020 respectively. (c) Further as an SOP at our In-House Share Transfer Department, the company is reiterating the implications of the SEBI Notifications in all the correspondences (both in physical and electronically) made with the shareholders.	We were given to understand that the company made representation to SEBI, NSDL and CDSL to exempt the company from complying with the Circular. This is purely due to involvement of huge financial burden and would also be in contradiction of green initiative of the SEBI and Government of India. The company is yet to receive communication from the Regulators on the above matter.

1st Floor, 1-9-309/A, Above Kancheepuram Lavanya Silks, Near Red Cross Blood Bank
Atchuta Reddy Marg, Vidya Nagar, Hyderabad, Telangana, India - 500 044.
Ph : +91 80084 02731, Email : secretarial.consulting@gmail.com

3.	Submission to stock exchanges, the audit report issued by a Practicing CS on a quarterly basis Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996	The Company could not file the PCS issued Share Capital Audit Report for the quarter ended September 2019 within the time limit specified.	The Company had clarified to the Stock Exchanges on the delay caused due to the appointment of new Company Secretary and Compliance Officer and the filing as such has been completed on appointment of CS. We have been given to understand that this compliance was done post appointment of Company Secretary cum Compliance Office as on the date of issuing this report.	We have been given to understand that this compliance was done post appointment of Company Secretary cum Compliance Office as on the date of issuing this report.

For KBG Associates
Company Secretaries

KBG ASSOCIATES ★ Hyderabad ★ Company Secretaries

(Srikrishna S Chintalapati)
Partner
CP # 6262
UDIN: F005984C000552695

Place: Hyderabad
Date: 30th Jun, 2021

1st Floor, 1-9-309/A, Above Kancheepuram Lavanya Silks, Near Red Cross Blood Bank
Atchuta Reddy Marg, Vidya Nagar, Hyderabad, Telangana, India - 500 044.
Ph : +91 80084 02731, Email : secretarial.consulting@gmail.com