

**ANNUAL
REPORT
2021-22**



**Nagarjuna Fertilizers
and Chemicals Limited**

Board of Directors

Uday Shankar Jha

Chairman

Chandrapal Singh Yadav

Nominee of KRIBHCO

Lalitha Raghuram

Independent Director

Rajendra Mohan Gonela

Independent Director

K Rahul Raju

Managing Director

Sudhakara Rao Annam

Chief Financial Officer

Registered Office

D. No 8-2-248,
Nagarjuna Hills, Punjagutta,
Hyderabad - 500 082. India

CIN: L24129TG2006PLC076238

Website

www.nagarjunafertilizers.com

Manufacturing Facilities

Urea

Kakinada, East Godavari Dist,
Andhra Pradesh

Micro-Irrigation

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

Statutory Auditors

M/s. JVSL & Associates
Chartered Accountants
Hyderabad

Vijaya Bhasker M

Company Secretary

Notice of 16th Annual General Meeting

Notice is hereby given that the 16th Annual General Meeting (AGM) of the members of Nagarjuna Fertilizers and Chemicals Limited (the Company) will be held on November 29, 2022, at 10:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the 16th Annual Report of the Company, the Financial Statements for the Financial Year ended March 31, 2022 and the Reports of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Uday Shankar Jha (DIN: 00056510) who retires by rotation and being eligible offers himself for re-appointment.
- 3) To appoint a Director in place of Mr. Chandrapal Singh Yadav (DIN 00023382) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. To Approve Appointment of M/s. P Murali & Co., Chartered Accountants, as the Statutory Auditor's in Casual Vacancy.

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139(8), 141 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and such other applicable provisions, if any, the consent of the Members of the Company be and is hereby accorded to the appointment of M/s. P Murali & Co., (Firm Registration No 007257S), Chartered Accountants, Hyderabad, as the Statutory Auditor of the Company in Casual Vacancy caused by the resignation of M/s. JVSL & Associates, (Firm Registration No, 015002S) Chartered Accountants, Hyderabad, to hold office till the conclusion of the 16th Annual General Meeting at such remuneration as may be agreed by the company and the Statutory Auditors."

- 5) To approve appointment of M/s. P Murali & Co., as the Statutory Auditor's of the Company for a period of five years.

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and such other applicable provisions, if any, the consent of the members be and is hereby accorded to appoint M/s. P Murali & Co., (Firm Registration No 007257S), Chartered Accountants, Hyderabad, as the Statutory Auditor of the Company for a term of five consecutive years from

the conclusion of Sixteenth Annual General Meeting, till the conclusion of the Twenty First Annual General Meeting, at such remuneration as may be mutually agreed by the Board of Directors of the Company and the Statutory Auditors."

- 6) To ratify the remuneration of the Cost Auditors for the Financial Year 2022-23

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), remuneration of Rs. 4 lakhs plus service tax as applicable and reimbursement of out-of-pocket expenses as approved by the Board of Directors to be paid to M/s. D V & Associates (Firm Registration No-001929), Cost Auditors, Hyderabad, to conduct the Cost Audit in relation to the products - 'Manufactured Fertilizer' and 'Micro Irrigation' of the Company for the Financial Year ended March 31, 2023, be and is hereby approved and ratified"

By order of the board

Uday Shankar Jha

Hyderabad
October 28, 2022

Chairman
DIN: 00056510

Notes

1. The Ministry of Corporate Affairs ("MCA") vide General circular numbers 14/2020, 17/2020, 20/2020, 02/2021 and 02/2022, dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and May 05, 2022, respectively, read with Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62, dated May 12, 2020, January 15, 2021 and May 13, 2022 respectively issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), allowed Companies to hold Annual General Meeting through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of members at a common venue.
2. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to convene the 16th AGM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").
- 3) In compliance with the Circulars, notice of 16th Annual General Meeting (AGM) along with Annual Report 2021-22 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositorie(s). The Notice of the 16th AGM along with the Annual Report 2021-22 is available on the Company's website at http://nagarjunafertilizers.com/inv_annual.htm, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively.

The Notice of the 16th AGM is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- 4) A member entitled to attend and vote at the 16th AGM is not entitled to appoint a proxy to attend and vote instead of himself / herself as the facility for appointment of proxies by the members will not be available.
- 5) Participation of members through VC shall be reckoned for the purpose of quorum for the 16th AGM as per section 103 of the Companies Act, 2013 ("the Act").
- 6) As the 16th AGM is being held through VC, the route map, proxy form and attendance slip are not attached to this Notice.
- 7) Institutional Investors and Corporate Members are encouraged to attend and vote at the 16th AGM through VC. Institutional Investors and Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a scanned copy of certified Board resolution / authorization letter to the Company at investors@nfc.in.
- 8) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, with respect to the Special Businesses set out in the Notice is annexed hereto.
- 9) Brief profile of Mr. Chandrapal Singh Yadav and Mr. Uday Shankar Jha, proposed to be re-appointed as the Directors along with names of Companies in which they hold Directorships and Memberships/Chairmanships of Board and its Committees, shareholding and their relationship with other directors inter-se, and other information prescribed is annexed hereto.
- 10) The Register of Members and the Share Transfer Books will remain closed from November 23, 2022 to November 29, 2022 (both days inclusive).
- 11) In terms of Section 124 of the Companies Act, 2013, (Section 205C of the Companies Act, 1956), the dividends which remained unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account pertaining to the F.Y. 2011-12, has been transferred by the company to the Investor Education and Protection Fund (IEPF), established by the Central Government and all corresponding shares has also been transferred to the demat account of IEPF Authority.
- 12) Members / claimants whose shares, unclaimed dividends, 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 (available on iepf.gov.in) along with requisite fee prescribed by the IEPF Authority from time to time. Members/ claimants can file only one consolidated claim in a financial year as per the IEPF Rules. Form IEPF- 5 is also available on the website of the Company at viz., www.nagarjunafertilizers.com under the 'Investors' Desk section.
- 13) SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their PAN details to the company's RTA at Nagarjuna Fertilizers and Chemicals Limited, Investors Services Cell, Plot No 1, Punjagutta, Nagarjuna Hills, Hyderabad - 500 082.
- 14) SEBI mandated listed companies to disallow from accepting request for transfer of securities which are held in physical form, with effect from April 01, 2019. Shareholders are requested to convert physical shares to demat form compulsorily if they wish to effect any transfer.
- 15) Members are requested to promptly intimate / update PAN, KYC details i.e., name, postal address, e-mail address, telephone/mobile numbers, mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to Depository Participants if the shares are held in electronic form and to the Company's RTA if the shares are held in physical form in prescribed Forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021. The said form are available on the Company's website under Investor's Desk → In-House RTA/STA
- 16) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate;

- claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form is available on the Company's website under Investor's Desk → In-House RTA/STA. It may be noted that any service request can be processed only after the folio is KYC Compliant.
- 17) Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the depository participant(s) and holdings should be verified. Members whose shareholding is in the electronic mode are requested to inform change of address, notifications and updates of Bank account details to their respective Depository Participants only.
 - 18) Members are requested to update the Bank account number allotted after implementation of Core Banking Solutions (CBS) to the Company in case of shares held in physical form and to Depository Participant (DP) in case of shares held in demat form.
 - 19) Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company's In-house RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
 - 20) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
 - 21) Members desiring any information relating to accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready at the Annual General Meeting.
 - 22) As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting their folio number.
 - 23) We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's Inhouse Share Transfer Agent (STA), to receive copies of the Annual Report 2021-22, in electronic mode at investors@nfcl.in
 - 24) The Company has paid the listing fees to BSE Limited and National Stock Exchange of India Limited, Mumbai, where the securities of the Company are listed.
 - 25) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be made available electronically for inspection by the members during the AGM. Members intending to inspect the said registers are requested to write to investors@nfcl.in
 - 26) Members are requested to address all correspondences, including dividend matters, to Nagarjuna Fertilizers and Chemicals Limited, Investors Services Cell, Plot No 1, Punjagutta, Nagarjuna Hills, Hyderabad - 500 082.
 - 27) The Company has designated an exclusive e-mail ID titled investors@nfcl.in for the redressal of shareholders complaints / grievances. In case of any unresolved queries / complaints / grievances, please write to us at secretarial@nfcl.in
 - 28) Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings, the Company is providing remote e-voting facility and e-voting during the 16th AGM, to all the shareholders of the Company in respect of all the businesses set forth in the Notice.
- The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing e-voting services through their e-voting platform. Your Demat Account/Folio Number has been enrolled by the Company for your participation in remote e-voting facility and e-voting during the 16th AGM.
- A Member shall opt only one mode of voting i.e., either remote e-voting or e-voting during 16th AGM. Members who have cast their vote by remote e-voting may attend the meeting but shall not be allowed to vote again at the 16th AGM. Voting, if exercised, shall be invalid and the vote cast through remote e-voting shall be considered.
- 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 PM, 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.

Cut-off date is for determining the eligibility to vote by electronic means or at the meeting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. A member as on the cut-off date shall only be entitled for availing the remote e-voting facility or vote, as the case may be, at the 16th AGM. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting.

Details of Scrutinizers: Mr. C S S Krishna, Partner, M/s. K B G Associates, Company Secretaries, 1st Floor, 1-9-309/A, Above Kancheepuram Lavanya Silks, Red Cross Blood Bank Road, Spencer's Vidyanagar Road, Atchuta Reddy Marg, Vidyanagar, Hyderabad - 500 044, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

Step 1:

Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2:

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on November 26, 2022 at 09.00 A.M. and ends on November 28, 2022 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of November 22, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single

login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1:

Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of Shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. |
| | 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. |
| | 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration |

| | |
|---|--|
| | <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders holding securities in Demat mode with NSDL Depository | <p>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| | <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> |
| | <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> |

| | |
|---|---|
| Individual Shareholders (holding securities in Demat mode) login through their Depository Participants (DP) | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
|---|---|

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

Step 2:

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on “Shareholders” module.
 - Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier

e-voting of any company, then your existing password is to be used.

6. If you are a first time user follow the steps given below:

| Login type | For Shareholders holding shares in Demat Form and Physical Form |
|--|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant Nagarjuna Fertilizers and Chemicals Limited on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address investors@nagarjunagroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the 16th AGM is same as the instructions mentioned above for e-voting.
2. The Members can join the 16th AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 16th AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 16th AGM without restriction on account of first come first served basis.
3. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the 16th AGM.
5. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
6. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their

respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

8. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast two days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@nfcl.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance two days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@nfcl.in. These queries will be replied to by the company suitably by email.
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
10. Only those shareholders, who are present in the 16th AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the 16th AGM.
11. If any Votes are cast by the shareholders through the e-voting available during the 16th AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to special business Items mentioned in the accompanying notice.

Item No.4

The Members of the Company at the 15th Annual General Meeting held on September 27, 2021, had appointed M/s. JVSL & Associates, (Firm Registration No, 015002S) Chartered Accountants, Hyderabad, as the Statutory Auditors of the Company for a term of five consecutive years from the conclusion of the 15th Annual General Meeting till the conclusion of the 20th Annual General Meeting.

M/s. JVSL & Associates, Chartered Accountants, Hyderabad, vide letter dated August 12, 2022, had communicated the resource constraints and exit of senior trained associates / resource personnel from the Audit Firm and not being able to provide adequate staff for audit purpose and after due confirmation from the Statutory Auditor's that they could not retain these personnel nor find suitable replacements for them and not be able to carry out the statutory audit and limited reviews of the company within the time lines, the company agreed to restrict the audit and resign effective from August 12, 2022, resulting in casual vacancy as envisaged under section 139(8) of the Companies Act, 2013.

Accordingly, in terms of the provisions of Section 139(8) of the Companies Act, 2013, the Board of Directors at their meeting held on August 30, 2022, basis the recommendation of the Audit Committee, subject to the approval of the member of the Company, have appointed M/s. P Murali & Co., (Firm Registration No 007257S), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. JVSL & Associates, (Firm Registration No, 015002S) Chartered Accountants, Hyderabad, till the conclusion of the ensuing 16th Annual General Meeting at such remuneration as may be agreed by the Company and the Statutory Auditors.

M/s. P Murali & Co., Chartered Accounts, have consented to their appointment as Statutory Auditors and have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India and if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board of Directors recommend the appointment of M/s. P Murali & Co., (Firm Registration No 007257S), as the Statutory Auditors of the Company to fill the casual vacancy till the conclusion of the ensuing 16th Annual General Meeting at such remuneration as may be agreed by the Company and the Statutory Auditors for the approval of the Members of the Company.

None of the Director(s) or Key Managerial Personnel of the Company and / or their relatives are concerned or interested financially or otherwise in the Resolution mentioned at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set forth at Item No. 4 for the approval of the Members.

Item No.5

The Company in terms of Section 139 of the Companies Act 2013, is required to appoint the Statutory Auditors of the Company for a period of 5 years from the conclusion of 16th Annual General Meeting till the conclusion of 21st Annual General Meeting.

Accordingly, the Board of Directors at their meeting held on October 28, 2022, basis the recommendation of the Audit Committee, subject to the approval of the member of the Company, have recommended the appointment of M/s. P Murali & Co., (Firm Registration No 007257S), as the Statutory Auditors of the Company to hold office for a period of 5 years from the conclusion of 16th Annual General Meeting till the conclusion of 21st Annual General Meeting, at such remuneration and actual out of pocket as may be determined by the Members of the Company.

M/s. P Murali & Co., Chartered Accounts, have consented to their appointment as Statutory Auditors and have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India and if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board of Directors recommend the appointment of M/s. P Murali & Co., (Firm Registration No 007257S), as the Statutory Auditors of the Company to hold office for a period of 5 years from the conclusion of 16th Annual General Meeting till the conclusion of 21st Annual General Meeting, at such remuneration and actual out of pocket as may be determined by the Members of the Company, for the approval of the Members of the Company.

None of the Director(s) or Key Managerial Personnel of the Company and / or their relatives are concerned or interested financially or otherwise in the Resolution mentioned at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set forth at Item No. 5 for the approval of the Members.

Item No.6

In terms of the provisions of Section 148 of the Companies Act, 2013 and Rules made thereunder, the company is required to have its cost records audited by a Cost Accountant in practice.

Accordingly, the Board of Directors at their meeting held on June 14, 2022 on the recommendation of the Audit Committee, approved the appointment and remuneration of Rs. 4 Lakhs plus service tax as applicable and reimbursement of out of pocket expenses, to M/s. D V & Associates (Firm Registration No. 001929), Cost Auditors, Hyderabad to conduct the audit of the cost records of the Company, for the Financial Year ending March 31, 2023, for the products "Fertilizers (Plant I and 2 at Kakinada) and other Machinery and Plastic and Polymers (Micro Irrigation Products).