



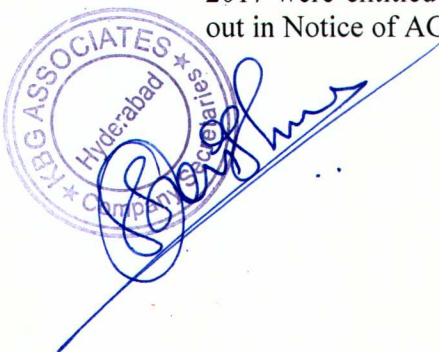
SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014)

**To,
The Chairman
Nagarjuna Fertilizers and Chemicals Limited
D.No.8-2-248, Nagarjuna Hills
Punjagutta, Hyderabad - 500082**


Dear Sir,

1. The Board of Directors of the Company, vide Resolution dated May 26, 2017 had, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014, appointed me as Scrutinizer for the e-Voting process in relation to matters set out in the Notice convening 11th Annual General Meeting (AGM) of the company scheduled to be held on September 26, 2017 at 10.00 AM at Sri Satya Sai Nigamagamam, Sri Nagar Colony, Hyderabad – 500082.
2. The Management of the company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to E-Voting and Poll on Resolutions contained in the Notice of the AGM of the Company. My responsibility as a Scrutinizer for the e-Voting process and Poll at the AGM is restricted to make a Scrutinizer Report of the votes casted in favour and against resolutions as mentioned above, based on the reports generated from the e-Voting System provided by Central Depository Services (India) Limited (“CDSL”) the authorized agency engaged to provide e-voting facilities and votes casted through Ballot Forms received and cast at the AGM.
3. Further to the above, I Submit my report as under:
 - i. The E-Voting period remained open from Tuesday September 23, 2017 (9.00 A.M.) to Thursday September 25, 2017 (5.00 P.M.)
 - ii. All the Ballot Forms received till the end of the AGM held on 26th September, 2017 were scrutinized.
 - iii. The Members of the company as on the “cut-off” date i.e. September 19, 2017 were entitled to vote on the Resolutions (Item No.1 to Item 10 as set out in Notice of AGM of the Company)





- iv. The votes cast through e-Voting were unblocked by me after the completion of e-voting process at 12.30 P.M. on Tuesday, September 26, 2017 in the presence of 2 witnesses Mr. Satyendra Teeka and Ms. Suchita Soni who are not in the employment of Company.


(Satyendra Teeka)


(Suchita Soni)

- v. The details containing, *inter-alia*, list of shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of Central Depository Services (India) Limited (CDSL) and also the Ballot Forms received and cast at the AGM were sorted.

Item No:1

(Ordinary Resolution)

Adoption of Financial Statements for the year ended March 31, 2017 and the Directors Report and Auditors Report thereon:

Total votes polled	Votes in favour	% to the total votes polled	Votes against	% to the total votes polled	Remarks
31,99,67,172	31,99,65,577	99.9995	1,595	0.0005	Passed with requisite majority as Ordinary Resolution

Item No:2 –

(Ordinary Resolution)

Appointment of Mr. Chandra Pal Singh Yadav as Director, who retires by rotation:

Total votes polled	Votes in favour	% to the total votes polled	Votes against	% to the total votes polled	Remarks
31,99,67,172	31,64,08,231	98.8877	35,58,941	1.1123	Passed with requisite majority as Ordinary Resolution






Item No: 3 –

(Ordinary Resolution)

Ratification of the Appointment of M/s Bhaskara Rao & Co., as Statutory Auditor of the company

Total votes polled	Votes in favour	% to the total votes polled	Votes against	% to the total votes polled	Remarks
31,99,67,172	31,99,64,127	99.9990	3,045	0.0010	Passed with requisite majority as Ordinary Resolution

Item No: 4 –

(Ordinary Resolution)

Approval of remuneration payable to Cost Auditor, M/s. Sagar & Associates, for the financial year 2016-2017:

Total votes polled	Votes in favour	% to the total votes polled	Votes against	% to the total votes polled	Remarks
31,99,67,172	31,99,65,447	99.9995	1,725	0.0005	Passed with requisite majority as Ordinary Resolution

Item No: 5 –

(Ordinary Resolution)

Approval of remuneration payable to Cost Auditor, M/s. Sagar & Associates, for the financial year 2017-2018:

Total votes polled	Votes in favour	% to the total votes polled	Votes against	% to the total votes polled	Remarks
31,99,67,172	31,99,64,127	99.9990	3,045	0.0010	Passed with requisite majority as Ordinary Resolution



Item No: 6 –

(Ordinary Resolution)

Appointment of Mr. D. Ranga Raju as Independent Director:

Total votes polled	Votes in favour	% to the total votes polled	Votes against	% to the total votes polled	Remarks
31,99,67,172	31,64,07,989	98.8876	35,59,183	1.1124	Passed with requisite majority as Ordinary Resolution

Item No: 7 –

(Special Resolution)

Re-appointment of Mr. K S Raju as Director and Chairman of the Company for a period of three years with effect from August 1, 2017 and payment of remuneration to him:

Total votes polled	Votes in favour	% to the total votes polled	Votes against	% to the total votes polled	Remarks
31,99,67,172	31,98,09,375	99.9507	1,57,797	0.0493	Passed with requisite majority as Special Resolution



Item No: 8 –

(Special Resolution)

Re-appointment of Mr. K Rahul Raju as Director and Managing Director of the Company for a period of three years with effect from August 1, 2017 and payment of remuneration to him.

Total votes polled	Votes in favour	% to the total votes polled	Votes against	% to the total votes polled	Remarks
31,99,67,172	31,99,61,948	99.9984	5,224	0.0016	Passed with requisite majority as Special Resolution

Item No: 9 –

(Special Resolution)

Approval to create mortgage and/ or charge on all immovable or movable properties or other assets in favour of the JLF lenders to create security

Total votes polled	Votes in favour	% to the total votes polled	Votes against	% to the total votes polled	Remarks
31,99,67,172	31,99,61,948	99.9984	7,184	0.0022	Passed with requisite majority as Special Resolution



Item No: 10 –

(Special Resolution)

Approval for making contribution to Nagarjuna Foundation - an amount not exceeding Rs. 1 crore during the Financial Year 2017-2018.

Total votes polled	Votes in favour	% to the total votes polled	Votes against	% to the total votes polled	Remarks
31,99,67,172	31,64,05,392	98.8868	35,61,780	1.1132	Passed with requisite majority as Special Resolution

All the relevant records of e-Voting and Ballot Forms will remain in our custody until the Chairman considers, approves and signs the minutes of the 11th AGM and the same shall be thereafter handed over to the Company Secretary of the company for safe custody.



Place: Hyderabad
Date: 26-09-2017

For KBG Associates
Company Secretaries

(Sri Krishna S Chintalapati)
Partner
CP # 6262