

SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014)

Name of the Company	Nagarjuna Fertilizers and Chemicals Limited
Nature of meeting	Annual General Meeting
Number of Meeting	Twelfth Annual General Meeting
Day, Date and Time of Meeting	Saturday, September 29, 2018 at 10:00 A.M.
Venue of Meeting	Sri Satya Sai Nigamagmam, 8-3-987/2 Srinagar Colony, Hyderabad - 500 073, Telangana

To

The Chairman

Nagarjuna Fertilizers and Chemicals Limited

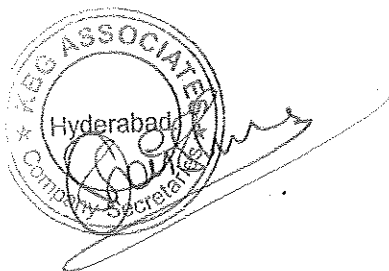
D.No.8-2-248, Nagarjuna Hills

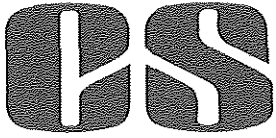
Punjagutta, Hyderabad - 500082

Dear Sir,

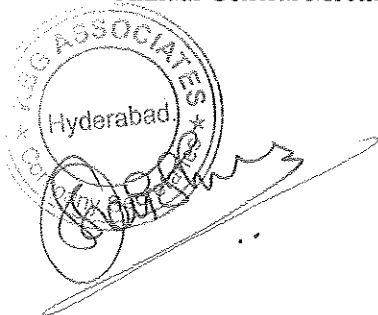
Sub: Consolidated Scrutinizers Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015

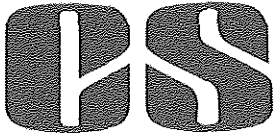
- 1) The Board of Directors of the Company, vide Resolution dated July 27, 2018 had, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014, appointed me as Scrutinizer for the e-voting process as well as voting conducted at the Annual General Meeting, in relation to matters set out in the Notice convening Twelfth Annual General Meeting (AGM) of the company scheduled to be / held on Saturday, September 29, 2018 at 10.00 AM at Sri Satya Sai Nigamagmam, Sri Nagar Colony, Hyderabad – 500082, Telangana.
- 2) The Management of the company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and voting by use of ballots by the Members on Resolutions contained in the Notice of the Annual General Meeting of the Company.
- 3) My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman on the Resolutions passed, based on 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 casted at the Annual General Meeting.







- 4) Pursuant to Regulation 44(1) and (2) of SEBI (Listing Obligations and Disclosure requirements regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015 for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the Annual General Meeting, the scrutinizer shall have to access after closure of period of remote e-voting and before the start of Annual General Meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID and Client ID / Folios numbers of shares held, but not the manner they have voted. Accordingly, CDSL, the remote e-voting agency provided us with the names, DP ID and Client ID / Folios numbers and shareholding of the Members who had cast their votes through remote e-voting.
- 5) The Company has provided the facility of voting by ballot to Members who attended the meeting.
- 6) The Company has informed that, on the basis of the Register of Members, and the List of Beneficial Owners made available by the depository viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of the Notice of the Annual General Meeting as under
 - a) On August 25, 2018 to Members who had registered their e-mail addresses with the Company / Depositories
 - b) On August 30, 2018 by Courier / Post to Members in physical form.
- 7) Further to the above, I Submit my report as under:
 - a) The company has appointed Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-voting platform.
 - b) In accordance with the notice of Twelfth Annual General Meeting sent to the shareholders and the "Advertisement" published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, as modified from time to time, on September 1, 2018 the remote e-voting period remained open from 9:00 A.M. on Wednesday, September 26, 2018 and ended on Friday, September 28, 2018 at 5.00 P.M. and the Members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions, on the remote e-voting platform provided by CDSL.
 - c) The Members of the Company as on the "cut-off" date i.e. September 22, 2018 were entitled to vote on the Resolutions (Item No.1 to Item 6 as set out in Notice of Annual General Meeting of the Company).





- d) All the Ballot Forms received till the end of the Annual General Meeting held on Saturday, September 29, 2018 were scrutinized. The votes (both electronic and ballot) were reconciled with the records maintained by the company (Investors Service Cell) and CDSL with respect to authorization / proxies lodged with the company. The votes were also scrutinized for the purpose of eliminating duplicate voting i.e., on remote e-voting as well as by use of ballot. The ballots, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
- e) The votes on remote e-voting were unblocked at around 12:45 P.M., after the conclusion of voting at the Annual General Meeting on Saturday, September 29, 2018 in the presence of two witnesses Mr. Phani Raj Kurra and Mr. Jai Shankar who are not in the employment of Company and the e-voting results / list of equity shareholders who have voted for and against were downloaded from the e-voting website of CDSL.
- f) The names and signatures of the Mr. Phani Raj and Mr. Jai Shankar who witnessed the unblocking of votes are as under

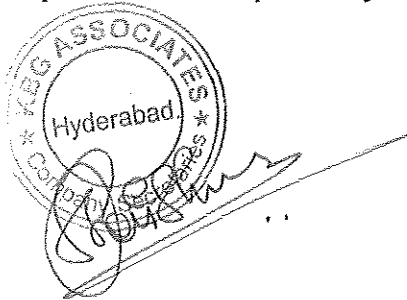
Signature	Signature
	
Name : Phani Raj Kurra	Name : Jai Shankar

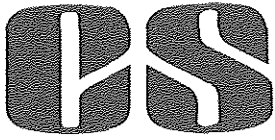
The details containing, *inter-alia*, list of shareholders, who voted "For" and "Against", as downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) and also the Ballot Forms received and cast at the Annual General Meeting were sorted and it is noted that:

- a) 49 Members had cast their votes at the meeting
b) 62 Members has cast their votes through remote e-voting

The consolidated result with respect to each item on the agenda as set out in the notice of the Twelfth Annual General Meeting dated September 29, 2018 is enclosed herewith.

Based on the aforesaid results, we report that Six Ordinary Resolutions as contained in Item No. 1 to Item No. 6 in the notice of Annual General Meeting date September 29, 2018 have been passed with the requisite majority, the details of which are as under:





Item No: 1(Ordinary Resolution)

To receive, consider and adopt:

- The Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and
- The Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2018, together with the Report of the Auditors thereon.

Particulars	Remote e-votes		Voting at Annual General Meeting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	54	3319642	49	328970789	103	332290431	99.997
Dissent	6	11282	0	0	6	11282	0.003
Total	60*	3330924	49	328970789	109	332301713	100

* 2 Members out of 62 members who casted their vote vide e-voting have abstained from voting on this item.

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 1 of the Notice of the Twelfth Annual General Meeting date September 29, 2018 has been passed with requisite majority.

Item No: 2 (Ordinary Resolution)

To appoint a Director in place of Mr. Chandra Pal Singh Yadav (DIN 00023382) who retires by rotation and being eligible offers himself for re-appointment:

Particulars	Remote e-votes		Voting at Annual General Meeting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	45	36710	49	328970789	94	329007499	98.995
Dissent	16	3341520	0	0	0	3341520	1.005
Total	61	3378230	49	328970789	94	332349019	100

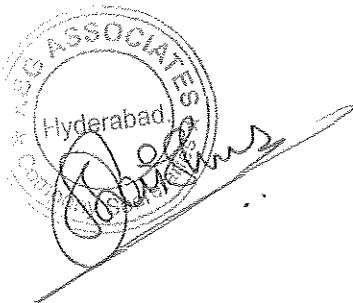
* 1 Member out of 62 members who casted their vote vide e-voting **abstained** from voting on this item.

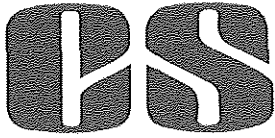
Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 2 of the Notice of the Twelfth Annual General Meeting date September 29, 2018 has been passed with requisite majority.

Item No: 3 (Ordinary Resolution):

To ratify the appointment of M/s. M Bhaskara Rao and Co. (Firm Registration No-000459S), as Auditors for the period from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting:

Particulars	Remote e-votes		Voting at Annual General Meeting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	54	3367005	49	328970789	103	332337794	99.997
Dissent	8	11445	0	0	8	11445	0.003
Total	62	3378450	49	328970789	111	332349239	100





Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 3 of the Notice of the Twelfth Annual General Meeting date September 29, 2018 has been passed with requisite majority.

Item No: 4 (Ordinary Resolution)

To approve the remuneration of the Cost Auditors, M/s. Sagar & Associates, for the financial year ending March 31, 2019

Particulars	Remote e-votes		Voting at Annual General Meeting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	53	3363305	49	328970789	102	332334094	99.995
Dissent	9	15145	0	0	9	15145	0.005
Total	62	3378450	49	328970789	111	332349239	100

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 4 of the Notice of the Twelfth Annual General Meeting date September 29, 2018 has been passed with requisite majority.

Item No: 5 (Ordinary Resolution)

To appoint Capt. Hariharan Ramanathan as an Independent Director of the Company:

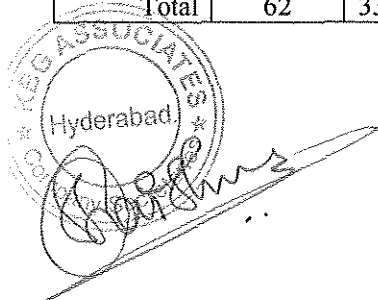
Particulars	Remote e-votes		Voting at Annual General Meeting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	55	3367087	49	328970789	104	332337876	99.997
Dissent	7	11363	0	0	7	11363	0.03
Total	62	3378450	49	328970789	111	332349239	100

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 5 of the Notice of the Twelfth Annual General Meeting date September 29, 2018 has been passed with requisite majority.

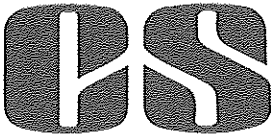
Item No: 6 (Ordinary Resolution)

To approve charitable contribution to Nagarjuna Foundation:

Particulars	Remote e-votes		Voting at Annual General Meeting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	42	32460	49	328970789	91	329003249	98.993
Dissent	20	3345990	0	0	20	3345990	1.007
Total	62	3378450	49	328970789	111	332349239	100



#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 Company Secretaries

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 6 of the Notice of the Twelfth Annual General Meeting date September 29, 2018 has been passed with requisite majority.

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 Twelfth Annual General Meeting and the same shall be thereafter handed over to the Company Secretary of the company for safe custody.



Place: Hyderabad
Date: 29-09-2018

For KBG Associates
Company Secretaries

(Srikrishna S Chintalapati)
Partner
CP # 6262

#101, Sri Sai Krishna Residency, Lane adjacent to Bake Zone, 1-2-234/13, Aravindnagar, Domalguda, Hyderabad - 500 029.
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