

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



December 24, 2019

To
The Manager,
Corporate Filing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400001
Maharashtra, India
Scrip Code: **539917**

To
The Manager,
Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051 Maharashtra, India
Symbol: **NAGARFERT**

Dear Madam / Sir,

Sub: Disclosure of Voting Results and Scrutinizers Report for the 13th Annual General Meeting

Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

The 13th Annual General Meeting of the members of the company was held today viz., Tuesday, December 24, 2019 at KLN Prasad Auditorium, # 11-6-841, FTCCI Building, FTCCI Marg, Red Hills, Lakdikapool, Hyderabad, Telangana - 500 004 and the businesses mentioned in the notice were transacted.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed:

1. Voting results as Annexure – I
2. Scrutinizers Report as Annexure – II

All the resolutions have been approved by the members with requisite majority.

We request you to take the same on record.

Thanking you.

Yours Sincerely,

For Nagarjuna Fertilizers and Chemicals Limited

M Vijaya Bhasker
Company Secretary

Details for reporting as per Regulation 44(3) of the Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015, based on result of Voting at the 13th Annual General Meeting held on December 24, 2019

Item No: 1; Ordinary Resolution - Adoption of Audited Financial Statements (including consolidated financial statement) of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon

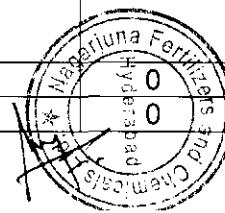
Sl. No.	Promoter/Public	Total No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes in favour	No. of Votes against	% of votes in favour of votes polled	% of votes against on votes polled	No of invalid votes
		(1)	(2)	$[3]=[(2)/(1)]*100$	[4]	[5]	$[6]=[(4)/(2)]*100$	$[7]=[(5)/(2)]*100$	
1	Promoter and Promoter Group	341700129	315872140	92.44	315872140	0	100	0	0
2	Public – Institutional Holders	6158177	0	0	0	0	0	0	0
3	Public Others	250206697	702922	0.28	702042	880	99.87	0.13	0
	Grand Totals	598065003	316575062	52.93	316574182	880	100	0.00	0

Item No: 2; Ordinary Resolution – Reappointment of Mr. Uday Shankar Jha (DIN 00056510) as a Director of the Company, liable to retire by rotation

Sl. No.	Promoter/Public	Total No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes in favour	No. of Votes against	% of votes in favour of votes polled	% of votes against on votes polled	No of invalid votes
		(1)	(2)	$[3]=[(2)/(1)]*100$	[4]	[5]	$[6]=[(4)/(2)]*100$	$[7]=[(5)/(2)]*100$	
1	Promoter and Promoter Group	341700129	315872140	92.44	315872140	0	100	0	0
2	Public – Institutional Holders	6158177	0	0	0	0	0	0	0
3	Public Others	250206697	702922	0.28	702042	880	99.87	0.13	0
	Grand Totals	598065003	316575062	52.93	316574182	880	100	0.00	0

Item No: 3; Ordinary Resolution– Reappointment of Mr. Chandra Pal Singh Yadav (DIN 00023382) as a Director of the Company, liable to retire by rotation

Sl. No.	Promoter/Public	Total No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes in favour	No. of Votes against	% of votes in favour of votes polled	% of votes against on votes polled	No of invalid votes
		(1)	(2)	$[3]=[(2)/(1)]*100$	[4]	[5]	$[6]=[(4)/(2)]*100$	$[7]=[(5)/(2)]*100$	
1	Promoter and Promoter Group	341700129	315872140	92.44	315872140	0	100	0	0
2	Public – Institutional Holders	6158177	0	0	0	0	0	0	0
3	Public Others	250206697	702922	0.28	702042	880	99.87	0.13	0
	Grand Totals	598065003	316575062	52.93	316574182	880	100	0.00	0



Item No: 4; Ordinary Resolution – To appoint M/s. M Bhaskara Rao and Co. (Firm Registration No-000459S), as Statutory Auditors of the Company for the period of two consecutive years from the conclusion of this Annual General Meeting until the conclusion of the fifteenth Annual General Meeting

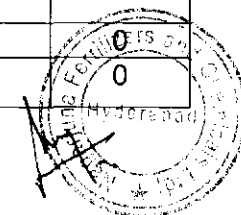
Sl. No.	Promoter/Public	Total No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes in favour	No. of Votes Against	% of votes in favour of votes polled	% of votes against on votes polled	No of invalid votes
		(1)	(2)	$[3]=[(2)/(1)]*100$	[4]	[5]	$[6]=[(4)/(2)]*100$	$[7]=[(5)/(2)]*100$	
1	Promoter and Promoter Group	341700129	315872140	92.44	315872140	0	100	0	0
2	Public – Institutional Holders	6158177	0	0	0	0	0	0	0
3	Public Others	250206697	702922	0.28	701470	1452	99.79	0.21	0
	Grand Totals	598065003	316575062	52.93	316573610	1452	100	0.00	0

Item No: 5; Ordinary Resolution – Ratification of remuneration to Cost Auditor for the financial year ending March 31, 2020

Sl. No.	Promoter/Public	Total No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes in favour	No. of Votes against	% of votes in favour of votes polled	% of votes against on votes polled	No of invalid votes
		(1)	(2)	$[3]=[(2)/(1)]*100$	[4]	[5]	$[6]=[(4)/(2)]*100$	$[7]=[(5)/(2)]*100$	
1	Promoter and Promoter Group	341700129	315872140	92.44	315872140	0	100	0	0
2	Public – Institutional Holders	6158177	0	0	0	0	0	0	0
3	Public Others	250206697	702922	0.28	702042	880	99.87	0.13	0
	Grand Totals	598065003	316575062	52.93	316574182	880	100	0.00	0

Item No: 6; Ordinary Resolution – To Appoint Mrs. Girija Bhan as an Independent Director

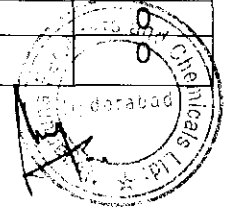
Sl. No.	Promoter/Public	Total No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes in favour	No. of Votes against	% of votes in favour of votes polled	% of votes against on votes polled	No of invalid votes
		(1)	(2)	$[3]=[(2)/(1)]*100$	[4]	[5]	$[6]=[(4)/(2)]*100$	$[7]=[(5)/(2)]*100$	
1	Promoter and Promoter Group	341700129	315872140	92.44	315872140	0	100	0	0
2	Public – Institutional Holders	6158177	0	0	0	0	0	0	0
3	Public Others	250206697	702922	0.28	702042	880	99.87	0.13	0
	Grand Totals	598065003	316575062	52.93	316574182	880	100	0.00	0



Item No: 7; Ordinary Resolution – To Appoint Hon'ble Shri Justice K.C. Bhanu (Retd.) as an Independent Director									
Sl. No.	Promoter/Public	Total No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes in favour	No. of Votes Against	% of votes in favour of votes polled	% of votes against on votes polled	No of invalid votes
		(1)	(2)	$[3]=[(2)/(1)]*100$	[4]	[5]	$[6]=[(4)/(2)]*100$	$[7]=[(5)/(2)]*100$	
1	Promoter and Promoter Group	341700129	315872140	92.44	315872140	0	100	0	0
2	Public – Institutional Holders	6158177	0	0	0	0	0	0	0
3	Public Others	250206697	702922	0.28	702042	880	99.87	0.13	0
	Grand Totals	598065003	316575062	52.93	316574182	880	100	0.00	0

Item No: 8; Special Resolution – To approve the payment of remuneration to Mr. K S Raju, Chairman									
Sl. No.	Promoter/Public	Total No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes in favour	No. of Votes against	% of votes in favour of votes polled	% of votes against on votes polled	No of invalid votes
		(1)	(2)	$[3]=[(2)/(1)]*100$	[4]	[5]	$[6]=[(4)/(2)]*100$	$[7]=[(5)/(2)]*100$	
1	Promoter and Promoter Group	341700129	315872140	92.44	315872140	0	100	0	0
2	Public – Institutional Holders	6158177	0	0	0	0	0	0	0
3	Public Others	250206697	702922	0.28	701060	1862	99.74	0.26	0
	Grand Totals	598065003	316575062	52.93	316573200	1862	100	0.00	0

Item No: 9; Special Resolution – To Approve the payment of remuneration to Mr. K Rahul Raju, Managing Director									
Sl. No.	Promoter/Public	Total No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes in favour	No. of Votes against	% of votes in favour of votes polled	% of votes against on votes polled	No of invalid votes
		(1)	(2)	$[3]=[(2)/(1)]*100$	[4]	[5]	$[6]=[(4)/(2)]*100$	$[7]=[(5)/(2)]*100$	
1	Promoter and Promoter Group	341700129	315872140	92.44	315872140	0	100	0	0
2	Public – Institutional Holders	6158177	0	0	0	0	0	0	0
3	Public Others	250206697	702922	0.28	701060	1862	99.74	0.26	0
	Grand Totals	598065003	316575062	52.93	316573200	1862	100	0.00	0



SCRUTINIZER'S REPORT

(Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) 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	Thirteenth Annual General Meeting
Day, Date and Time of Meeting	Tuesday, December 24, 2019 at 10:00 A.M.
Venue of Meeting	# 11-6-841, KLN Prasad Auditorium, FTCCI Building, FTCCI Marg Red Hills, Lakdikapool, Hyderabad - 500 004

To

The Chairman

Nagarjuna Fertilizers and Chemicals Limited

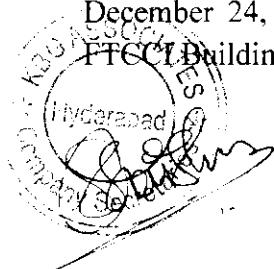
D.No.8-2-248, Nagarjuna Hills,

Punjagutta, Hyderabad - 500082

Dear Sir,

Sub: Consolidated Scrutinizers Report on remote e-voting conducted pursuant to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 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 November 12, 2019 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 Thirteenth Annual General Meeting (AGM) of the company held on Tuesday, December 24, 2019 at 10.00 AM at KLN Prasad Auditorium, # 11-6-841, FTCCI Building, FTCCI Marg, Red Hills, Lakdikapool, Hyderabad - 500 004.



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



- 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 :

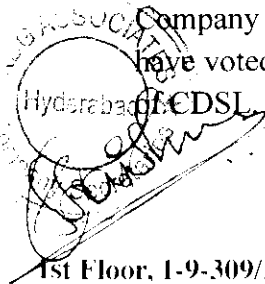
(a) on 1st Dec, 2019 to members who had registered their email address
(es) with the Company/ Depositories

(b) on 21st Nov, 2019 by courier to member in physical form

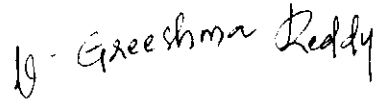
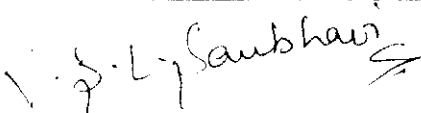


7) Further to the above, I Submit my report as under:

- 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 Thirteenth 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 December 2, 2019 the remote e-voting period remained open from 9:00 A.M. on Saturday, December 21, 2019 and ended on Monday, December 23, 2019 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. December 17, 2019 were entitled to vote on the Resolutions (Item No.1 to Item 9 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 Tuesday, December 24, 2019 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 1:15 P.M after the conclusion of voting at the Annual General Meeting on Tuesday, December 24, 2019 in the presence of two witnesses Ms. K. Greeshma Reddy and Ms. V. S. L. Sambhavi 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



- f) The names and signatures of the Ms. K. Greeshma Reddy and Ms. V. S. L. Sambhavi who witnessed the unblocking of votes are as under

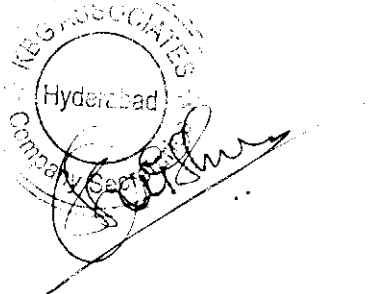
Signature	Signature
	
Name: K. Greeshma Reddy	Name : V. S. L. Sambhavi

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:

- 131 Members had cast their votes through ballot form
- 14 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 Thirteenth Annual General Meeting dated December 24, 2019 is enclosed herewith.

Based on the aforesaid results, we report that Seven (7) Ordinary Resolutions and Two (2) Special Resolutions as contained in Item No. 1 to Item No. 9 in the notice of Annual General Meeting date December 24, 2019 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 13th Annual Report of the Company, Balance Sheet as at March 31, 2019, the Statement of Profit and Loss for the Financial Year ended March 31, 2019, the Cash Flow Statement for the Financial Year ended March 31, 2019, Statement of change in Equity for the year ended March 31, 2019 and the Reports of the Directors and Auditors thereon:

Particulars	Remote e-votes		Voting at Annual General Meeting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	7179	131	316567003	144	316574182	99.9997
Dissent	1	880	0	0	1	880	0.0003
Total	14	8059	131	316567003	145	316575062	100

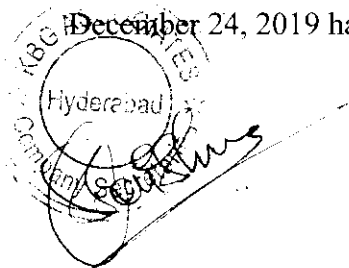
Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 1 of the Notice of the Thirteenth Annual General Meeting dated December 24, 2019 has been passed with requisite majority.

Item No: 2(Ordinary Resolution)

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:

Particulars	Remote e-votes		Voting at Annual General Meeting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	7179	131	316567003	144	316574182	99.9997
Dissent	1	880	0	0	1	880	0.0003
Total	14	8059	131	316567003	145	316575062	100

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 2 of the Notice of the Thirteenth Annual General Meeting dated December 24, 2019 has been passed with requisite majority.



Item No: 3 (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	13	7179	131	316567003	144	316574182	99.9997
Dissent	1	880	0	0	1	880	0.0003
Total	14	8059	131	316567003	145	316575062	100

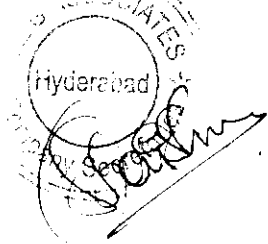
Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 3 of the Notice of the Thirteenth Annual General Meeting dated December 24, 2019 has been passed with requisite majority.

Item No: 4(Ordinary Resolution)

To ratify the appointment of M/s. M Bhaskara Rao and Co. (Firm Registration No-000459S), as Statutory Auditors for a term of 2 (two) consecutive years for the period from the conclusion of this Annual General Meeting until the conclusion of the Fifteenth Annual General Meeting:

Particulars	Remote e-votes		Voting at Annual General Meeting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	12	6607	131	316567003	143	316573610	99.9995
Dissent	2	1452	0	0	2	1452	0.0005
Total	14	8059	131	316567003	145	316575062	100

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 4 of the Notice of the Thirteenth Annual General Meeting dated December 24, 2019 has been passed with requisite majority.



**Item No: 5(Ordinary Resolution)**

To ratify the remuneration of the Cost Auditors, M/s. Sagar & Associates, for the financial year ending March 31, 2020:

Particulars	Remote e-votes		Voting at Annual General Meeting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	7179	131	316567003	144	316574182	99.9997
Dissent	1	880	0	0	1	880	0.0003
Total	14	8059	131	316567003	145	316575062	100

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 5 of the Notice of the Thirteenth Annual General Meeting dated December 24, 2019 has been passed with requisite majority.

Item No: 6(Ordinary Resolution)

To appoint Mrs. Girija Bhan 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	13	7179	131	316567003	144	316574182	99.9997
Dissent	1	880	0	0	1	880	0.0003
Total	14	8059	131	316567003	145	316575062	100

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 6 of the Notice of the Thirteenth Annual General Meeting dated December 24, 2019 has been passed with requisite majority.

**Item No: 7(Ordinary Resolution)**

To appoint Hon'ble Shri Justice K C Bhanu (Retd) 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	13	7179	131	316567003	144	316574182	99.9997
Dissent	1	880	0	0	1	880	0.0003
Total	14	8059	131	316567003	145	316575062	100

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 7 of the Notice of the Thirteenth Annual General Meeting dated December 24, 2019 has been passed with requisite majority.

Item No: 8 (Special Resolution)

To approve payment of remuneration to Mr. K.S. Raju:

Particulars	Remote e-votes		Voting at Annual General Meeting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	10	6197	131	316567003	141	316573200	99.9994
Dissent	4	1862	0	0	4	1862	0.0006
Total	14	8059	131	316567003	145	316575062	100

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 8 of the Notice of the Thirteenth Annual General Meeting dated December 24, 2019 has been passed with requisite majority.

**Item No: 9 (Special Resolution)**

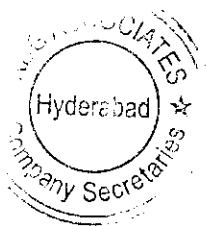
To approve payment of remuneration to Mr. K.Rahul Raju:

Particulars	Remote e-votes		Voting at Annual General Meeting		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	10	6197	131	316567003	141	316573200	99.9994
Dissent	4	1862	0	0	4	1862	0.0006
Total	14	8059	131	316567003	145	316575062	100

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 9 of the Notice of the Thirteenth Annual General Meeting dated December 24, 2019 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 Thirteenth Annual General Meeting and the same shall be thereafter handed over to the Company Secretary of the company for safe custody.

**For KBG Associates
Company Secretaries**



**Place: Hyderabad
Date :24-12-2019**


(Srikrishna S Chintalapati)
Partner
CP # 6262