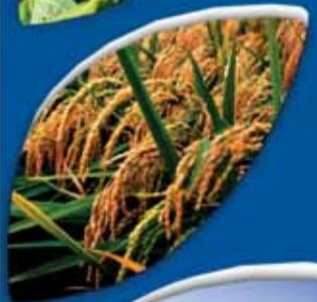




Nagarjuna Agrichem Limited



Annual Report 2013-14



Formula on Unit at Ethakota



R & D Unit at Shadnagar



Technical Plant at Srikakulam



Born : 23-09-1934 Expired : 03-11-2013

Dr. Ni sh K Sengupta, I.A.S (Retd.)

Dear Shareholders,

On 03rd November, 2013, we lost Dr. Ni sh K. Sengupta, Chairman of your Company for about 18 years. He was a great visionary and a tall personality, who has guided the destiny of your Company. We shall always cherish his sagacious presence and contributions. The finest tribute that we can pay to him is to go along the path of—ro—table growth, keep building deep R&D skills and be recognized as a best-in-class global agrochemical major.

- Bo d of Dir to

BOARD OF DIRECTORS

Dr.Nitish K Sengupta	: Chairman (upto 03.11.2013)
Mr.K.S.Raju	: Director
Mrs.K.Lakshmi Raju	: Director
Mr.D.Ranga Raju	: Director
Mr.K.Raghuraman	: Director
Mr.Sudhakar Kudva	: Director
Mr.N.Vijayaraghavan	: Director
Mr.V.Vijay Shankar	: Managing Director
Mr.Raghavender Mateti	: Additional Director (w.e.f. 26.02.2014)



Day : Saturday
Date : 9th August, 2014
Time : 10.00 a.m
Venue : Surana Udyog Auditorium
 Federation of Andhra Pradesh
 Chamber of Commerce and Industry
 (FAPCCI), Federation House,
 11-6-841, Red Hills,
 Hyderabad-500 004.

SENIOR MANAGEMENT

Mr.Amit Taparia	: Sr.General Manager - Procurement, IT & SCM
Mr.G.Jagannadha Rao	: Vice President - Exports
Mr.Harish Chandra Bijilwan	: Vice President - Business, Tech. & Out - sourcing
Mr.J.Satyanarayana Das	: Vice President - Manufacturing (Ethakota)
Mr.K.G.Vadivel	: Vice President - Manufacturing (SKLM)
Mr.Manikkam Natarajan	: Executive Vice President - Marketing & Sales
Mr.R.K.S.Prasad	: Chief Financial Officer
Mr.Satish Kumar Subudhi	: Company Secretary & Head - Legal
Mr.S.Chandra Sekhar	: Vice President - Corporate HPD
Mr.S.V.S.Rama Raju	: President - Operations
Dr.Venkatesan Subbusamy	: General Manager - Registration & Regulatory Affairs

CIN:

L24219AP1986PLC016607

REGISTERED OFFICE:

Plot No.12-A, "C" Block,
 Lakshmi Towers
 No.8-2-248/1/7/78,
 Nagarjuna Hills,
 Punjagutta,
 Hyderabad-500082.
 Ph.040-33605123
 e-mail:
 investors@nagarjunaagrichem.com
 Website:
 www.nagarjunaagrichem.com

FACTORIES:

Arinama Akkivalasa,
 Etcherla Mandal,
 Srikakulam A.P.

Ethakota,
 P.O: Ravulapalem,
 East Godavari Dist. A.P.

R & D CENTRE:

Shadnagar, Nandigaon,
 Village, Kothur Mandal,
 Mahaboobnagar Dist.

AUDITORS:

M/s M.Bhaskara Rao & Co.,
 Chartered Accountants
 5-D, Kautilya, Somajiguda,
 Hyderabad-500082.

COST AUDITORS:

K.Narasimha Murthy & Co.,
 Cost Auditors
 3-6-365, 104 & 105
 Pavani Estate,
 Himayathnagar,
 Hyderabad-500029.

BANKERS:

State Bank of India
 HDFC Bank Ltd.
 IDBI Bank Ltd.
 New India Co-Op.Bank Ltd.

SHARE REGISTRARS & TRANSFER AGENTS:

XL Softech Systems Ltd.
 No.3, Sagar Society,
 Road No.2, Banjara Hills,
 Hyderabad-500034.
 Ph.040-23545913/914/915
 Fax:040-23553214
 E-mail: xlfield@gmail.com

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Attendance Slip and Proxy Form
&
ECS Mandate Form and
E-Communication Registration Form
 (Enclosed Separately)

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of M/s Nagarjuna Agrichem Limited will be held at 10.00 A.M on Saturday, the 09th day of August, 2014 at Surana Udyog Auditorium, M/s. Federation of Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, P.B. No.14, Red Hills, Hyderabad – 500004, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Profit and Loss Account for the year ended 31st March, 2014, the Balance Sheet as at that date and the Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr.Sudhakar Kudva (DIN 02410695), who retires by rotation and, being eligible, offers himself for re-appointment.
3. Appointment of Auditors and fix their Remuneration:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditor) Rules, 2014 and other applicable rules, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s.M.Bhaskara Rao & Co., Chartered Accountants, (Registration No.000459 S), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this 27th Annual General Meeting(AGM) till the conclusion of the 30th AGM of the Company to be held in the year 2017 (subject to ratification of their appointment by the Members at every AGM held after this AGM), at such remuneration plus service tax, out-of-pocket, travelling and other expenses etc., and to authorise the Board of Directors of the Company to fix such remuneration as may be recommended by the Audit Committee, may be paid on progressive billing basis or otherwise as agreed upon between the said Auditors and the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. **To ratify the Remuneration of the Cost Auditors:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s.K.Narasimha Murthy & Co., (Registration No.4042) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2015, with a

remuneration of ₹4,25,000/- (Rupees Four Lakhs Twenty Five Thousands only) plus service tax, out-of-pocket, travelling and other expenses etc., as fixed by the Board of Directors on the recommendation of the Audit Committee be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **To appoint Mr.Raghavender Mateti as an Independent Director:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr.Raghavender Mateti (DIN:06826653), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years with effect from 09th August, 2014, not liable to retire by rotation.”

6. **To appoint Mr.D.Ranga Raju as an Independent Director:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr.D.Ranga Raju (DIN:00066546), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years with effect from 09th August, 2014, not liable to retire by rotation.”

7. **To appoint Mr.K.Raghuraman as an Independent Director:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr.K.Raghuraman (DIN:00320507), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years with effect from 09th August, 2014, not liable to retire by rotation.”

8. To appoint Mr.N.Vijayaraghavan as an Independent Director:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr.N.Vijayaraghavan (DIN:02491073), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years with effect from 30th October, 2014, not liable to retire by rotation.”

9. To re-appoint Mr.V.Vijay Shankar as Managing Director of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 & the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the Articles of Association of the Company, and subject to necessary approvals to be obtained from the Central Government if and when required, approval be and is hereby accorded for the re-appointment of Mr.V.Vijay Shankar (DIN: 00015366) as Managing Director of the Company, for a further period of three years with effect from 11th May, 2014 to 10th May, 2017 upon the terms and conditions including remuneration as set out below and in the Agreement entered / to be entered into between the Company and Mr.V.Vijay Shankar in this regard, with liberty

to the Board of Directors to alter and vary any such terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr.V.Vijay Shankar.”

1. Remuneration:

- a) Basic Salary: `2,80,000/-p.m.
- b) Special Allowance (including Medical Allowances, if any) : `1,07,000/-p.m.
- c) House Rent Allowance (HRA): `1,12,000/-p.m. (in case the Company provides rent free accommodation, the differential amount between cost of such rent free accommodation and the aforesaid amount of HRA will be paid to him as Special Allowance).
- d) Provident Fund (PF): The Company will contribute 12% of his Basic Salary towards Employees' Provident Fund as per the extant laws. (In case the Company does not contribute or is not required to contribute as per the extant laws, such PF equivalent amount will be paid to him as Special Allowance).
- e) Leave Travel Assistance (LTA): LTA not exceeding `2,80,000/- in a financial year. This will be paid at the time of the Annual Leave and subject to the LTA Rules of the Company. (In case the same is not availed or partially availed by the Managerial Person, equivalent amount of such non-availed portion of LTA will be paid as Special Allowance).
- f) Performance Pay of `15,80,000/- p.a. at the end of every completed year of service subject to the appraisal of the performance by the Board of Directors of the Company during his aforementioned term of office.
- g) Mediclaim Insurance coverage shall be provided to Mr.V.Vijay Shankar and his spouse, children and dependent parents as per the rules of the Company.
- h) Personal Accident Insurance: Coverage shall be provided to Mr.Vijay Shankar, under the Company's Group Personal Accident Policy.
- i) Club Fees: Annual/Monthly club subscription fees payable subject to maximum of two clubs.

2. Minimum Remuneration:

If in any financial year during his aforesaid term of office as such, the Company has no profits as computed in accordance with Section 198 of the Companies Act 2013, or such profits are inadequate, Mr.V.Vijay Shankar shall be paid the above remuneration as Minimum Remuneration in accordance with the allowable limits under Schedule V to the said Act.

3. Others:

- a) The Company will provide to Mr.Vijay Shankar, for the performance of his official duties, the following as per the applicable rules of the Company, the costs of which to the Company shall not form part of his remuneration.

- i. A chauffeur driven Car
 - ii. A telephone connection including appropriate instrument at his residence
 - iii. One or more mobile phone connections including appropriate handsets
 - iv. Reimbursement of club bills and business development expenses
- b) Mr.V.Vijay Shankar shall also be entitled to leave(s), on such terms as may be applicable to him as per the Rules of the Company, during his aforementioned term of office.

“RESOLVED FURTHER THAT the aforesaid constituents of Remuneration may be interchangeable within the overall ceiling specified above.”

“RESOLVED FURTHER THAT the Board of Directors / Nominations and Remuneration Committee be and is hereby authorised to alter and vary any such terms and conditions of the said appointment and remuneration or revise the remuneration in such manner as may be acceptable to between the Board and Mr.V.Vijay Shankar, subject to the same not exceeding limit or ceiling specified in Schedule V to the Companies Act, 2013 (or any statutory modifications or re-enactment thereof) and the agreement entered into, if any, between the Company and Mr.V.Vijay Shankar shall be suitably amended to give effect to such modification, relaxation or variation.”

“RESOLVED FURTHER THAT the terms of re-appointment between the Company and Mr.V.Vijay Shankar shall carry a condition that it may be terminated by either party by giving to the other party three months’ notice in writing and an Agreement shall be entered into between Mr.V.Vijay Shankar and the Company covering all the aspects as spelt out in this resolution and it shall be binding on both the parties.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps including acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

10. Borrowing Powers of the Board:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the Ordinary Resolution passed by the Shareholders, through postal ballot, on 14th June, 2010 and pursuant to the provisions of Section 180(1) (c) of the Companies Act 2013, the Rules made thereunder and its related and applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof) and in terms of Article of Association of the Company, the Company hereby accords its consent to and authorises the Board of Directors (herein after called “the Board”, which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers conferred on

the Board of Directors by this resolution on, or any person(s) authorised by the Board or its Committee for such purpose) of the Company for borrowing any sum or sums of money from time to time whether in Indian Rupees or foreign currency (including External Commercial Borrowings in foreign denominated currencies from any foreign source / countries as prescribed by guidelines, if any in this respect) from any one or more Company’s Bankers and /or from any one or more Persons, Firms, Bodies Corporate, Financial Institutions, Banks or other acceptable source whether by way of advances, deposits, loans, debentures, bonds or other securities whether convertible into equity/preference shares and/ or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity/preference shares to, Bank(s), Financial or other Institutions, Mutual Fund(s), Non-Resident Indians, Foreign Institutional Investors or any other Person(s), Body(ies) Corporate, etc., whether shareholder of the Company or not, whether unsecured or secured and on such terms and conditions as the Board may deem fit, any sum or sums of monies which together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) will or may exceed the aggregate paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided such excess amount so borrowed by the Board shall not at any time exceed the limit of ₹ 800 Crores (Rupees Eight Hundred Crores Only).”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient.”

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

11. Creation of Charge on the Assets of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as a Special Resolution:

“RESOLVED THAT in supersession of the Ordinary Resolution passed by the Shareholders, through postal ballot, on 31st August, 2013 and pursuant to the provisions of Section 180(1)(a) of the Companies Act 2013, the Rules made there under and all other applicable provisions if any, or any other law for the time being in force (including any statutory modification on or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the Board of Directors of the Company (herein after called “the Board”, which

term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers conferred on the Board of Directors by this resolution on, or any person(s) authorised by the Board or its Committee for such purpose) be and is hereby authorised to create such charges, mortgages and hypothecations created or to be created by the Company, on such movable and immovable properties, both present and future, or the whole, or substantially the whole, of the undertaking or undertakings of the Company, and with such ranking as to priority and for such time and on such terms and in such manner as the Board may think fit, in favour of lenders, agents, trustees and other agencies to secure the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or Indian Rupee) and /or working capital facilities and/or Securities issued/

to be issued by the Company, from time to time, up to an aggregate amount of ~ 800 Crores, together with interests, compound/additional interest, commitment charges, costs, expenses and all other monies payable by the Company to the concerned lenders.

By Order of the Board

Date : 30th May, 2014

Place : Hyderabad

Satish Kumar Subudhi

Company Secretary &
Head-Legal

Registered Office:

CIN: L24219AP1986PLC016607

Plot No.12-A, "C"- Block, Lakshmi Towers,

No.8-2-248/1/7/78, Nagarjuna Hills,

Panjugutta, Hyderabad-500082 INDIA.

Ph.040-33605123

e-mail : investors@nagarjunaagrichem.com

Website : www.nagarjunaagrichem.com

Notes:

1. **A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his / her stead and such proxy need not be a Member of the Company:**

Proxies / Power of Attorneys, in order to be effective must be received at the Registered Office of the Company not later than 48 hours before the Scheduled Time of the Meeting. A blank Proxy Form is annexed to this Annual Report.

2. **Explanatory Statement:**

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business items is given below and forms part hereof.

3. **Director proposed to be approved / re-appointed:**

Members may kindly refer "Corporate Governance Report" (Forms part hereof), for details, about the Directors to be appointed / re-appointed.

4. **Book Closure:**

The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 04th August, 2014 to Saturday, 9th August, 2014 (both days inclusive).

5. **Unclaimed Dividend:**

- a) The Members are hereby informed that the Company would transfer the dividends, which remain unclaimed for a period of 7 years, to the Investors Education and Protection Fund (IEPF) constituted by the Central Government under Section 205C of the Companies Act, 1956 (Sec. 125(2) of the Companies Act, 2013).
- b) Further the Company shall not be in a position to entertain the claims of the Shareholders for the unclaimed dividends which have been transferred to IEP Fund.
- c) In view of the above, the Shareholders are advised to send their requests for payment of unpaid dividend pertaining to the years 2006-07 (final dividend) through 2011-12 (final dividend) to

the Share Transfer Agent (RTA) office or to the Registered Office of the Company at Hyderabad for issue of cheques / demand drafts before the due dates for transfer to the IEP Fund.

6. **Members Nomination:**

Members are advised to avail themselves of nomination facility as per the Section 72 of the Companies Act, 2013 for which Nomination Form can be availed from the RTA.

7. **Corporate Members:**

Corporate Members are requested to send a duly certified copy of the Board Resolution / Power of Attorney authorizing their representatives for voting purpose and to attend at the Annual General Meeting (AGM).

8. **Important Communication to Members:**

- a) The Ministry of Corporate Affairs, Government of India has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to it's Members. To support this Green Initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses by submitting the e-mail Registrations Form attached with this Annual Report.
- b) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS)/ National Electronic Fund Transfer (NEFT), Electronic Clearing Service (ECS), mandates, nominations, power of

attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's RTA, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.

- c) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA of the Company for assistance in this regard.
- d) Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or RTA the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.

9. Communication:

All communications relating to the shares may be addressed to our Share Transfer Agent (RTA) Office i.e., M/s XL Softech Systems Limited, (Unit: Nagarjuna Agrichem Limited) No.3, Sagar Society, Road No.2, Banjara Hills, Hyderabad-500034 Telephone No:040-23545913 /914/915 ; Fax No.040-23553214, e-mail ID: xlfield@gmail.com Website: www.nagarjunaagrichem.com (where you can find more information about the Company.)

10. Listing Fees:

The Company has paid the Listing Fees for the year 2014-15 to the Stock Exchange, Mumbai where the equity shares of the Company are listed.

11. Members are requested to:

- i. send their queries, if any, to reach the Company's Registered Office at Hyderabad at least 7 days before the date of the Meeting so that information can be made available at the Meeting.
- ii. bring their copy of the Annual Report and Attendance Slip with them to the Meeting.
- iii. to bring their DPID and Client ID numbers for easy identification of attendance at the venue of AGM, who hold shares in dematerialized form;
- iv. send their e-mail address to the Company / RTA for prompt communication.
- v. to quote their Regd. Folio Number / DP and Client ID Numbers in all their correspondence with the Company / RTA.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company /RTA.

13. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of this Annual Report. The Directors have furnished the requisite declarations for their appointment/re-appointment.

14. Instructions about Voting:

The Members are requested to opt for one mode of voting, i.e. either through e-voting or postal ballot. If a Member casts votes by both modes, then voting done through a valid e-Voting shall prevail and physical ballot form voting of that Member shall be treated as invalid. Please refer the following detailed instructions for both modes voting.

A) Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing Members facility to exercise their right to vote at the Postal Ballot by electronic means through e-Voting Services provided by Central Depository Services (India) Limited (CDSL): The instructions for e-voting are as under:
 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Select the "NAGARJUNA AGRICHEM LIMITED" from the drop down menu and click on "SUBMIT"
 - (iv) Enter your User ID - For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
 - (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used. If you are a first time user follow the steps given below.
 - (vi) Fill up the following details in the appropriate boxes: