

ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon

FCS, LLB, B.Com, AAIMA

811, 8th Floor, KAN Chambers,
14/113, Civil Lines, **KANPUR** - 208 001 (U. P.)
Tel. : 0512-2332397 • **Mobile** : 09839100709
E-mail : adesh.tandon11@gmail.com

Date.....

SCRUTINIZER'S REPORT

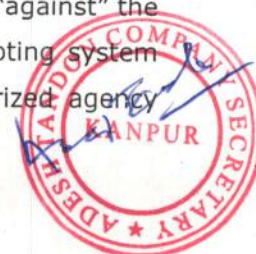
***[Pursuant to the section 108 of the Companies Act, 2013 and Rule 20 of Companies
(Management & Administration) Rules, 2014]***

To,

The Chairman of the 35th Annual General Meeting of the Members of **ASIAN FERTILIZERS LIMITED** ("the Company") bearing CIN: L99999UP1986PLC007621 held on Saturday, September 26, 2020 at 12:00 Noon through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) for which the Registered Office of the Company situated at Flat no. 202, Preet Garden, 3A/172, Azad Nagar, Kanpur -208002 (U.P.) is deemed to be the venue of the Meeting.

Dear Sir,

1. I, Adesh Tandon, Company Secretary in Practice, have been appointed as a scrutinizer by:
 - (i) The Board of Directors of the Company for the purpose of scrutinizing the Remote E-Voting process under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereon; and
 - (ii) The Chairman of the 35th Annual General Meeting (AGM) for the E-Voting provided to the shareholders present at the AGM through VC / OAVM, who have not casted their vote through Remote E-Voting, on the Resolutions contained in the notice of the 35th AGM of the Company, held on Saturday, September 26, 2020 through VC / OAVM.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to E-Voting on the Resolutions contained in the Notice of the 35th AGM of the members of the Company. My responsibility as a scrutinizer for the Remote E-Voting process and E-Voting at the AGM is restricted to make a Scrutinizer's Report (Combined) of the votes casted 'in favour' or "against" the Resolutions stated below, based on the reports generated from the E-Voting system provided by National Securities Depositories Limited (NSDL), the authorized agency



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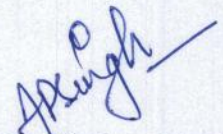
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engaged by the Company to provide E-Voting facilities for Remote E-Voting and also based on the E-Voting conducted at the AGM.

3. The Company has engaged the services of NSDL as the Authorized Agency to provide secured system for Remote E-Voting process and E-Voting at the AGM held through VC / OAVM.
4. The E-Voting period remained open from 09:00 A.M. (IST) on Wednesday, September 23, 2020 up to 05:00 P.M. (IST) on Friday, September 25, 2020.
5. The cut-off date (i.e. the record date) for the purpose of determining the entitlement for Remote E-Voting on the proposed Resolutions was September 19, 2020.
6. The votes cast electronically were unblocked on Saturday, September 26, 2020 around 1:15 P.M. after the conclusion of the E-Voting at the AGM, in the presence of two witnesses Mr. Shivam Gupta R/o 46/45, Hatiya, Kanpur - 208001 and Mr. Abhay Pratap Singh R/o M-312, Keshavpuram, Kalyanpur, Kanpur - 208012, who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.


(Shivam Gupta)


(Abhay Pratap Singh)

7. The E-Voting facility has been provided to all the shareholders who attended the AGM to vote on the Resolutions as contained in the Notice of the 35th AGM but not to those shareholders who have opted the facility to vote through Remote E-Voting prior to the Meeting.
8. Thereafter, the details containing, inter alia, the information about equity shareholders voting 'For' and 'Against' the Resolutions, were generated from the E-Voting website of NSDL and based on such reports the results of Remote E-Voting and E-Voting at AGM on each Resolution are given hereunder:



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ORDINARY BUSINESS:

A) Resolution No.1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statement as at March 31, 2020 and the Statement of Profit and Loss for the year ended on that date together with the Reports of Board of Directors and the Auditors thereon:

Voted in '**FAVOUR**' of the Resolution:

Number of Members voted through E-Voting	Number of votes cast in 'Favour' of Resolution by E-Voting	% of total number of valid votes cast
41	21,61,860	100%

Voted '**AGAINST**' the Resolution:

Number of Members voted through E-Voting	Number of votes cast 'against' Resolution by E-Voting	% of total number of valid votes cast
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Voted **INVALID: NIL**

Result:

As all the votes are cast in favour of the Resolution as set out in the Notice as Item No. 1, therefore, the Ordinary Resolution has been passed with absolute majority.



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B) Resolution No. 2: Ordinary Resolution

To appoint Mr. Shobhit Matanhelia (DIN: 07110180), who retires by rotation, and being eligible, offers himself for re-appointment as a Whole Time Director:

Voted in '**FAVOUR**' of the Resolution:

Number of Members voted through E-Voting	Number of votes cast in 'Favour' of Resolution by E-Voting	% of total number of valid votes cast
40	21,61,460	99.9815

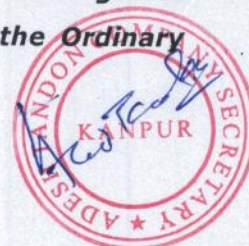
Voted '**AGAINST**' the Resolution:

Number of Members voted through E-Voting	Number of votes cast 'against' Resolution by E-Voting	% of total number of valid votes cast
1	400	0.0185

Voted **INVALID: NIL**

Result:

As the votes cast in favor of the Resolution are more than the votes cast against the resolution as set out in the Notice as Item No. 2, therefore, the Ordinary Resolution has been passed with requisite majority.



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SPECIAL BUSINESS:

C) Resolution No. 3: Ordinary Resolution

To approve the remuneration of the Cost Auditors for the Financial Year ending March 31, 2021:

Voted in '**FAVOUR**' of the Resolution:

Number of Members voted through E-Voting	Number of votes cast in 'Favour' of Resolution by E-Voting	% of total number of valid votes cast
40	21,61,460	99.9815

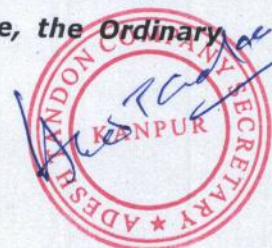
Voted '**AGAINST**' the Resolution:

Number of Members voted through E-Voting	Number of votes cast 'against' Resolution by E-Voting	% of total number of valid votes cast
1	400	0.0185

Voted **INVALID: NIL**

Result:

As the votes cast in favor of the Resolution are more than the votes cast against the resolution as set out in the Notice as Item No. 3, therefore, the Ordinary Resolution has been passed with requisite majority.



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D) Resolution No. 4: Special Resolution

To consider and approve the re-appointment of Mr. Ashok Kumar Matanhelia, Managing Director of the Company for a fresh term of 3 years w.e.f. 01/01/2020:

Voted in '**FAVOUR**' of the Resolution:

Number of Members voted through E-Voting	Number of votes cast in 'Favour' of Resolution by E-Voting	% of total number of valid votes cast
40	21,61,460	99.9815

Voted '**AGAINST**' the Resolution:

Number of Members voted through E-Voting	Number of votes cast 'against' Resolution by E-Voting	% of total number of valid votes cast
1	400	0.0185

Voted **INVALID: NIL**

Result:

As the votes cast in favor of the Resolution are more than the three times votes cast against the resolution as set out in the Notice as Item No. 4, therefore, the Special Resolution has been passed with requisite majority.



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E) Resolution No. 5: Special Resolution

To consider and approve the Re-appointment of Mr. Somil Matanhelia, Whole Time Director of the Company, for the fresh term of 3 years w.e.f. 01/01/2020:

Voted in '**FAVOUR**' of the Resolution:

Number of Members voted through E-Voting	Number of votes cast in 'Favour' of Resolution by E-Voting	% of total number of valid votes cast
40	21,61,460	99.9815

Voted '**AGAINST**' the Resolution:

Number of Members voted through E-Voting	Number of votes cast 'against' Resolution by E-Voting	% of total number of valid votes cast
1	400	0.0185

Voted **INVALID: NIL**

Result:

As the votes cast in favor of the Resolution are more than the three times votes cast against the resolution as set out in the Notice as Item No. 5, therefore, the Special Resolution has been passed with requisite majority.

For ADESH TANDON & ASSOCIATES

Company Secretaries

UDIN: F002253B000783055

Date: September 26, 2020

Place: Kanpur

**For ADESH TANDON & ASSOCIATES
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PROPRIETOR

C.P. No. 1121

Adesh Tandon

Proprietor

FCS No. 2253

C.P. No. 1121