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ADESH TANDON & ASSOCIATES

COMPANY SECRETARIES

Adesh Tandon
FCS, LL.B., B.Com., AAIMA

811, 8th Floor, KAN Chambers,
14/113, Civil Lines, Kanpur - 208 001 (U.P.)

Mobile : +91-9839100709

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CONSOLIDATED SCRUTINIZER'S REPORT

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

To,
The Chairman,

The 39th ("Thirty- Ninth") Annual General Meeting of the members of **ASIAN FERTILIZERS LIMITED ("the Company")**, CIN- L99999UP1986PLC007621 held on Monday, September 30th, 2024 at 03:00 P.M. through Video Conferencing ("VC") / 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 (U.P.)-208002 is deemed to be the venue of the meeting.

Dear Sir,

I, **Adesh Tandon, Company Secretary in practice**, have been appointed as a "**Scrutinizer**" by the Board of Directors of the **ASIAN FERTILIZERS LIMITED ("the Company")**, for the purpose of scrutinizing the process of remote e-voting and voting at the Annual General Meeting (Insta Poll through electronic means provided to the Shareholders present at the Annual General Meeting through VC/OAVM, who have not casted their vote through remote e-voting) 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 on the resolutions contained in the notice dated May 30th, 2024, calling the 39th Annual General Meeting. The Annual General Meeting was convened on Monday, 30th September, 2024 at 03:00 PM (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").



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Management's Responsibility:

1. The management of the Company is responsible to ensure compliance with the requirements of (i) **the Companies Act, 2013** and the Rules made thereunder; (ii) **the MCA Circulars**; and (iii) **the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR")** relating to e-voting on the resolutions contained in the Notice calling the 39th Annual General Meeting of the members of the Company. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting system.

Scrutinizer's Responsibility:

2. My responsibility as a scrutinizer for e-voting process (i.e. remote e-voting and e-voting at the Annual General Meeting) is restricted to making a Consolidated Scrutinizer's Report of the votes casted 'in favor' or 'against' the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by **National Securities Depository Limited ("NSDL")**, the authorized agency engaged by the Company to provide e-voting facilities for remote e-voting and also based on the e-voting (Insta Poll) conducted at the AGM.

Authorised Agency:

3. The Company has engaged the services of **National Securities Depository Limited ("NSDL")**, as the Authorized Agency to provide secured system for remote e-voting process and e-voting ("**Insta Poll**") at the Annual General Meeting held through VC / OAVM.

Cut-off date:

4. The Shareholders of the Company holding shares as on the "cut-off" date i.e. **Sunday, September 22th, 2024**, were entitled to vote on the resolutions forming part of the Notice of the AGM.



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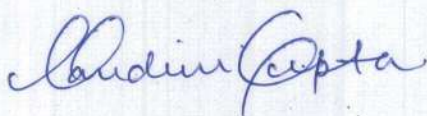
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Remote e-voting:

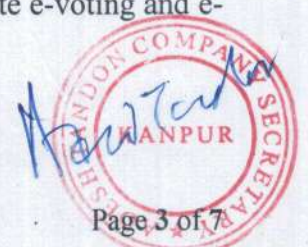
5. The remote e-voting period began on **Friday September 27th, 2024 at 09:00 A.M. (IST)** and ended on **Sunday September 29th, 2024 at 05:00 P.M. (IST)**. The remote e-voting module was been disabled by “NSDL” for voting thereafter.
6. The votes cast electronically were unblocked on September 30, 2024 around 4.06 PM. after the conclusion of the e-voting at the AGM, in the presence of two witnesses, Ms. Nandini Gupta R/o 142/4 Shastri Nagar, Kanpur- 208005 and Ms. Riya Jain R/o 55, Juhi, Basanti Nagar, Kanpur- 208014 who are not in the employment of the Company and/ or “NSDL”.

They have signed below in confirmation of the E-Votes being unblocked in their presence.


(Nandini Gupta)


(Riya Jain)

7. The e-voting (Insta Poll) facility was provided to all the shareholders who attended the AGM to vote on the Resolutions as contained in the Notice of the 39th 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 shareholders voting ‘in favour’ and “against” the resolutions, were generated from the e-voting website of **National Securities Depository Limited** and based on such reports the results of Remote e-voting and e-voting (Insta Poll) at AGM on each resolution is given hereunder:



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ORDINARY BUSINESS:

A) Resolution No.1: Ordinary Resolution

To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.

Voted in 'FAVOUR' of the resolution:

Number of Members voted through Remote e-voting	Number of votes cast in 'favor' of resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast in "favor" of resolution by Insta Poll	Total Number Votes cast in "favor" of resolution by Remote e-Voting and Insta Poll	% of total number of valid votes cast
43	22,12,060	00	00	22,12,060	100%

Voted 'AGAINST' the resolution:

Number of Members voted through Remote e-voting	Number of votes cast 'against' resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast in "Against" resolution by Insta Poll	Total Number Votes cast in "against" resolution by Remote e-Voting and Insta Poll	% of total number of valid votes cast
00	00	00	00	00	00

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Voted **INVALID: NIL**

B) Resolution No. 2: Ordinary Resolution

To appoint Mrs. Usha Matanhelia, (Women Director) (DIN: 03454979), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment as a Director :

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

Number of Members voted through Remote E-voting	Number of votes cast in 'favor' of resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast in "favor" of resolution by Insta Poll	Total Number Votes cast in "favor" of resolution by Remote E-Voting and Insta Poll	% of total number of valid votes cast
43	22,12,060	00	00	22,12,060	100%



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Voted '**AGAINST**' the resolution:

Number of Members voted through Remote E-voting	Number of votes cast 'against' resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast in "Against" resolution by Insta Poll	Total Number Votes cast in "against" resolution by Remote e-Voting And Insta Poll	% of total number of valid votes cast
00	00	00	00	00	00

Voted **INVALID: NIL**

SPECIAL BUSINESS:

C) Resolution No. 3: Ordinary Resolution

To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2025.

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

Number of Members voted through Remote e-voting	Number of votes cast in 'Favor' of resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast in "Favor" of resolution by Insta Poll	Total Number Votes cast in "Favor" of resolution by Remote e-Voting and Insta Poll	% of total number of valid votes cast
43	22,12,060	00	00	22,12,060	100%

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Voted 'AGAINST' the resolution:

Number of Members voted through Remote e- voting	Number of votes cast 'against' resolution by Remote e- voting	Number of members voted through Insta Poll	Number of votes cast in "Against" resolution by Insta Poll	Total Number Votes cast in "against" resolution by Remote e- Voting and Insta Poll	% of total number of valid votes cast
00	00	00	00	00	00

Voted INVALID: NIL

For Adesh Tandon & Associates

Company Secretaries

For ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Peer Reviewed Unit: 741/2020

UDIN: F002253F001387054

Date: 30.09.2024

Place: Kanpur

PROPRIETOR
C.P. No. 1121

(Adesh Tandon)

Proprietor
FCS No. 2253
C.P. No. 1121