

T

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.)
Tel. : 0512-2332397 • Mobile : +91-9839100709
E-mail : adesh.tandon11@gmail.com

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 38th Annual General Meeting of the members of **ASIAN FERTILIZERS LIMITED** ("the Company"), CIN- L99999UP1986PLC007621 held on September 30th, 2023 at 03:00 PM 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 (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 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 August 12th, 2023, calling the 38th Annual General Meeting. The Annual General Meeting was convened on Saturday 30th September, 2023 at 03:00 PM(IST) through VC/OAVM.

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 AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting system.



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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 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 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. the record date) of Friday, September 22nd, 2023, were entitled to vote on the resolutions forming part of the Notice of the AGM.

Remote e-voting:

5. The remote e-voting period began on Wednesday September 27th, 2023 at 09:00 AM (IST) and ended on Friday September 29th, 2023 at 05:00 PM (IST). The remote e-voting module was been disabled by NSDL for voting thereafter.
6. The votes cast electronically were unblocked on September 30, 2023 around 3:59 PM. after the conclusion of the e-voting in the AGM, in the presence of two witnesses, Ms. ParulNathani R/o 122/559 Sindhi Colony, Shastri Nagar, Kanpur- 208005 and Ms. Riya Jain R/o55, Juhi, Basanti Nagar, Kanpur- 208014 who are not in the employment of the Company and/ or NSDL.



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



(Riya Jain)



(Parul Nathani)

7. The e-voting facility was provided to all the shareholders who attended the AGM to vote on the Resolutions as contained in the Notice of the 38th 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 'in favour' and "against" the resolutions, were generated from the e-voting website of National Depository Services Limited and based on such reports the results of Remote e-voting and e-voting at AGM on each resolution is given hereunder:

A) Resolution No.1: Ordinary Resolution

To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023 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 'Favour' of resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast in "Favour" of resolution by Insta Poll	Total Number Votes cast in "Favour" of resolution by Remote e-Voting and Insta Poll	% of total number of valid votes cast
35	2,112,160	6	73,300	2,185,460	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

B) Resolution No. 2: Ordinary Resolution

To appoint Mr. Shobhit Matanhelia, (Director) (DIN 07110180), who retires by rotation at this Annual General Meeting and being eligible, offers himself 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 'Favour' of resolution by Remote e-voting	Number of members voted through Insta Poll	Number of votes cast in "Favour" of resolution by Insta Poll	Total Number Votes cast in "Favour" of resolution by Remote E-Voting and Insta Poll	% of total number of valid votes cast
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00	00	00	00	00	00

Voted INVALID: NIL

C) Resolution No. 3: Ordinary Resolution

To appoint M/s. Kapoor Tandon & Co., Chartered Accountants, Kanpur as Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 38th Annual General Meeting of the Company until the conclusion of the 42nd Annual General Meeting of the Company and to authorize the Board of Directors of the Company to fix their remuneration.

Voted in 'FAVOUR' of the resolution:

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

D) Resolution No. 4: Ordinary Resolution

To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2024.

Voted in 'FAVOUR' of the resolution:

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

Voted INVALID: NIL

(E) Resolution No. 5: Special Resolution

To approve the Appointment of Mr. Amod Agarwal (DIN: 0044217) as an Independent Director of the Company for the term of 5 Consecutive years w.e.f. 26/05/2023.

Voted in 'FAVOUR' of the resolution:

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

(F) Resolution No. 6: Special Resolution

To approve the appointment of Mr. Dinesh Agarwal, Independent Director of the Company for the term of 5 Consecutive years w.e.f. 26/05/2023.

Voted in 'FAVOUR' of the resolution:

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

(G) Resolution No. 7: Special Resolution

To approve transactions under Section 185 of the Companies Act, 2013.

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

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


PROPRIETOR
C.P. No. 1121

Peer Reviewed Unit: 741/2020

UDIN: F002253E001161301

Date: October 03, 2023

Place: Kanpur

(Adesh Tandon)
Proprietor
FCS No. 2253
C.P. No. 1121