

# **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  
**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 40<sup>th</sup> ("Fortieth") Annual General Meeting of the members of **ASIAN FERTILIZERS LIMITED** ("the Company"), CIN- L99999UP1986PLC007621 held on Tuesday, September 30<sup>th</sup>, 2025 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 29<sup>th</sup>, 2025, calling the 40<sup>th</sup> Annual General Meeting. The Annual General Meeting was convened on Tuesday, September 30<sup>th</sup>, 2025 at 03:00 PM (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("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 40<sup>th</sup> Annual General Meeting of the members of the Company. The

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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. **Monday, September 22<sup>nd</sup>, 2025**, 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 **Saturday, September 27<sup>th</sup>, 2025 at 09:00 A.M. (IST)** and ended on **Monday, September 29<sup>th</sup>, 2025 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, 2025 around 4:00 PM. After the conclusion of the e-voting at the AGM, in the presence of two witnesses, Mr. Vijay Pratap Maurya R/o 72-A, Gayatri Nagar, Sanigawan Road, Kanpur-208021 and Ms. Varsha Jalota R/o 2/72 Khatrana, Farrukhabad-209625 who are not in the employment of the Company and/ or "NSDL".

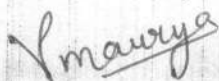
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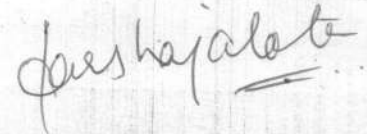
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They have signed below in confirmation of the E-Votes being unblocked in their presence.



(Vijay Pratap Maurya)



(Varsha Jalota)

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 40<sup>th</sup> 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:

### 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, 2025, 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
45	2115860	2	11700	2127560	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
0	0	0	0	0	0

Votes INVALID: NIL

### B. Resolution No. 2: Ordinary Resolution

To appoint Mr. Somil Matanhelia, (Director) (DIN: 01738413), 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 '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
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Voted 'AGAINST' the resolution:

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0	0	0	0	0	0

Votes 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, 2026.

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
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Voted 'AGAINST' the resolution:

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0	0	0	0	0	0

Votes INVALID: NIL

### D. Resolution No. 4: Ordinary Resolution

Appointment of Mr. Awashesh Dixit, Company Secretary (FCS Number: 10860) as the Secretarial Auditors of the Company at the 40th Annual General Meeting for a term of 5 consecutive years, including the manner in which the remuneration and other terms of appointment of the Secretarial Auditors shall be fixed.

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
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Voted 'AGAINST' the resolution:

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0	0	0	0	0	0

Votes INVALID: NIL

### E. Resolution No. 5: Ordinary Resolution

To Consider and approve the Re-appointment of Mr. Ashok Kumar Matanhelia, Managing Director of the Company for the fresh term of 3 years w.e.f. 01/01/2026

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
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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
0	0	0	0	0	0

Votes INVALID: NIL

### F. Resolution No. 6: 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. 01/01/2026**

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
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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
0	0	0	0	0	0

Votes INVALID: NIL

### G. Resolution No. 7: Special Resolution

To Consider and approve the Re-appointment of Mr. Shobhit Matanhelia, Whole Time Director of the Company for the fresh term of 3 years w.e.f. 01/01/2026

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
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Voted 'AGAINST' the resolution:

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0	0	0	0	0	0

Votes INVALID: NIL

### H. Resolution No. 8: Ordinary Resolution

Approval for proposed transaction into Related Party Transactions by the Company at arm's length price

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
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0	0	0	0	0	0

Votes INVALID: NIL

For Adesh Tandon & Associates  
Company Secretaries

Peer Reviewed Unit: 6778/2025

UDIN: F002253G001411331

Date: September 30<sup>th</sup>, 2025

Place: Kanpur

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