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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.)
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 36th Annual General Meeting of the members of **ASIAN FERTILIZERS LIMITED** ("the Company").
CIN- L99999UP1986PLC007621 held on September 25th, 2021 at 03:00 PM through Video Conferencing (VC)
or Other Audio-Visual Means (OAVM) for which the Registered office of the Company situated Flat No. 202,
Preet Garden 3A/172, Azad Nagar, Kanpur (U.P.)-208002 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 e-voting i.e. Insta Poll 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 26th June, 2021, calling the 36th Annual General Meeting. The Annual General Meeting was convened on Saturday 25th September, 2021 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 i.e. Insta Poll at the AGM) 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:

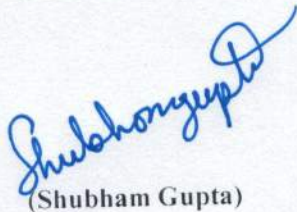
3. The Company has engaged the services of National Securities Depository Limited ("NSDL"), as the Authorized Agency to provide secured system for remote e-voting process and e-voting (Insta Poll) at the Annual General Meeting held through VC / OAVM.

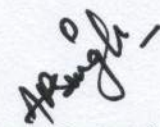
Cut-off date:

4. The Shareholders of the Company holding shares as on the "cut-off" date (i.e. the record date) of Friday, September 17th, 2021, 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 September 22nd, 2021 at 09:00 AM (IST) and ended on September 24th, 2021 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 25, 2021 around 04:16 P.M. after the conclusion of the e-voting (Insta Poll) in the AGM, in the presence of two witnesses Mr. Shubham Gupta R/o 9, A.B. Nagar, Unnao - 209 801 and Mr. Abhay Pratap Singh R/o m-312, Keshavpuram, Kalyanpur, Kanpur - 208017 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.


(Shubham Gupta)


(Abhay Pratap Singh)



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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 36th 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 (Insta Poll) 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, 2021 together with the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon.

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting& Insta poll	Number of votes cast in 'Favour' of resolution by e-voting& Insta poll	% of total number of valid votes cast
41	21,81,860	100%

Voted 'AGAINST' the resolution:

Number of Members voted through E-voting& Insta poll	Number of votes cast 'against' resolution by e-voting& Insta poll	% of total number of valid votes cast
00	00	00

Voted INVALID: NIL

Result:

As all the votes 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 a director in place of, Mrs. Usha Matanhelia, Women Director(DIN: 03454979), who retires by rotation, and being eligible, offers herself for re-appointment:

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting& Insta poll	Number of votes cast in 'Favour' of resolution by e-voting & Insta poll	% of total number of valid votes cast
41	21,81,860	100%

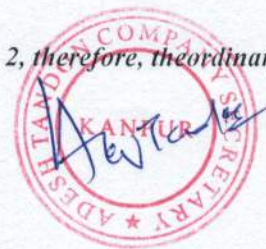
Voted 'AGAINST' the resolution:

Number of Members voted through electronic E-voting& Insta poll	Number of votes cast 'against' resolution by e-voting& Insta poll	% of total number of valid votes cast
00	00	00

Voted INVALID: NIL

Result:

As all the votes cast in favour of the resolution as set out in the Notice as Item No. 2, therefore, the ordinary resolution has been passed with absolute 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, 2022.

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting & Insta poll	Number of votes cast in 'Favour' of resolution by e-voting & Insta poll	% of total number of valid votes cast
41	21,81,860	100%

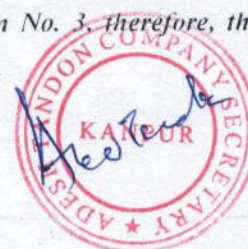
Voted 'AGAINST' the resolution:

Number of Members voted through E-voting & Insta poll	Number of votes cast 'against' resolution by e-voting & Insta poll	% of total number of valid votes cast
00	00	00

Voted INVALID: NIL

Result:

As all the votes cast in favour of the resolution as set out in the Notice as Item No. 3, therefore, the ordinary resolution has been passed with absolute majority.



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C) Resolution No. 4: Special Resolution

To Consider and approve the revised remuneration of Mr. Shobhit Matanhelia, Whole Time Director
w.e.f 01/01/22.

Voted in 'FAVOUR' of the resolution:

Number of Members voted through E-voting & Insta poll	Number of votes cast in 'Favour' of resolution by e-voting & Insta poll	% of total number of valid votes cast
41	21,81,860	100

Voted 'AGAINST' the resolution:

Number of Members voted through E-voting & Insta poll	Number of votes cast 'against' resolution by e-voting & Insta poll	% of total number of valid votes cast
00	00	00

Voted INVALID: NIL

Result:

As all the votes cast in favour of the resolution as set out in the Notice as Item No. 4, therefore, the special resolution has been passed with absolute majority.

Peer Reviewed Unit: 741/2020

UDIN: F002253C001008456

Date: September 25, 2021

Place: Kanpur

For Adesh Tandon & Associates

Company Secretaries

For ADESH TANDON & ASSOCIATES
COMPANY SECRETARIES

Adesh Tandon

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

FCS No. 2253

C.P. No. 1121