J. J. Gandhi & Co.
Practising Company Secretaries
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

F 46, India Bulls Mega Mall
Besides Dinesh Mill
Jetalpur, Vadodara 390 007
Phone (o) 2985022 Cell : 9374620085
Email : jjgandhics@gmail.com

SCRUTINIZER'S REPORT

To,
The Chairman
Gujarat Narmada Valley Fertilizers & Chemicals Limited
P.O. Narmadanagar
Dist. Bharuch
Gujarat- 392015

Dear Sir,

Scrutinizer's Report on the Postal Ballot process conducted through remote e-voting

1. I, CS J. J. Gandhi, Proprietor of J J Gandhi & Co. Practising Company Secretaries, has been appointed as Scrutinizer by the Board of Directors of **Gujarat Narmada Valley Fertilizers & Chemicals Limited** (**CIN L24110GJ1976PLC002903**) pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014 and in terms of General Circular No. 14, 17, 22, 33 and 39 of 2020 and General Circular 10 and 20 of 2021 and General Circular No. 3 of 2022 dated 05/05/2022 extending time limit up to 31st December, 2022 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and Regulation 44 of the SEBI (LODR) Regulations, 2015 (herein after referred to as Rules) for providing report on the Postal Ballot conducted only through e-voting process in respect of the resolution as mentioned in the notice of the Postal Ballot dated **1st April, 2022**.

2. The Management of the Company is responsible to ensure compliance of the provisions of the Companies Act, 2013 and Rules made thereunder, including circulars issued by the MCA in view of Covid-19 pandemic, relating to voting on the Resolutions mentioned in the Notice of Postal Ballot. My responsibilities as a scrutinizer for the voting process is restricted to make Scrutinizers' Report of the votes casted "In favour" or "Against" the resolutions and "Invalid" votes, based on the scrutiny of the remote e-voting by the shareholders and the reports generated from the e-voting system provided by the **Kfin Technologies Limited (KFinTech / RTA)** the authorized agency engaged by the Company to provide e-voting facilities.

3. Further, to above, I submit my report as under;

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A. The Postal Ballot voting was carried in compliance with the direction issued by the Ministry of Corporate Affairs (MCA) through General Circular No. 14, 17, 22, 33 and 39 of 2020 and General Circular 10/2021 and 20/2021 in relation to current extraordinary circumstances due to COVID-19 pandemic requiring social distancing. In compliance with the MCA Circulars, hard copies of Notice, Postal Ballot Form and Prepaid Business Reply Envelope have not been sent to the Members.

B. As per direction of the MCA Circulars, the Company has completed the dispatch of the Notice through email on **12th April, 2022**, to all the members whose e-mail addresses are registered with the Company or with the depositories/depository participants or with the Company's Registrar and Transfer Agent i.e. **Kfin Technologies Limited** and whose names appear in the Register of Members/ list of Beneficial Owners received from the National Securities Depository Limited and Central Depository Services (India) Limited as on **Friday, 8th April, 2022** being the Cut-off date.

C. The Company has given the Public Advertisement with respect to email of Postal Ballot Notice in English language in the newspaper **"Business Standard"** dated **13th April, 2022** (all India edition) and in Gujarati language in the news paper **"Loksatta"** (all Gujarat edition) dated **13th April, 2022**.

D. The Company has placed on its website notice of Postal Ballot as per requirement of Rule 22(4) of the Companies (Management and Administration) Rules 2014.

E. The e-voting and postal ballot period remained open from **22nd April, 2022** (9.00 A.M.) to **21st May, 2022** (5.00 P.M.).

F. The Members of the Company holding shares in physical form or demat form as on **"Cut-off" date** i.e. **8th April, 2022** were entitled to vote on the resolutions mentioned in the Notice of Postal Ballot.

G. At the end of voting period, through my Scrutiniser's login the vote casted through e-voting were unblocked on **21st May, 2022** in the presence of two witnesses CS Sonal Shimpi and CS Sakhishree who are

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not in employment of the Company. They have signed at the end of report to confirm that the e-votes have been unblocked in their presence.

H. The details of Members who have voted "for" or "against" the resolutions that were put to vote were generated from the E-voting website of **Kfin Technologies Limited**.

Based on the scrutiny of e-voting Reports generated from the website, I submit my report as under;

Resolution No. 1 – Special Resolution

To approve appointment of **Prof. Piyushkumar Sinha (DIN: 00484132)** as an Independent Director of the Company for a period of three years from 8th March, 2022 to 7th March, 2025.

Votes cast	**Number of members who voted**	**Number of votes cast**	**% of total number of valid votes cast**
In favour of the resolution			
E-voting	379	97236376	99.81
Physical	0	0	0
Total	379	97236376	99.81
Against the resolution			
E-voting	13	183491	0.19
Physical	0	0	0
Total	13	183491	0.19
Grand Total	**392**	**97419867**	**100**
Invalid votes			
E-voting	0	0	
Abstained			
E-voting	3	440	

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The resolution has been passed with requisite majority to approve Special Resolution.

Accordingly, I request the Company, to announce the voting result of Postal Ballot.

The relevant soft records are being handed over to the Company Secretary for safe custody of the same.

For J J Gandhi & Co.
Practising Company Secretaries

(J J Gandhi)
Proprietor (COP No – 2515)

J. J. Gandhi & Co. BARODA CP No. 2515 Company Secretaries

Place : Vadodara
Date: 23rd May, 2022

UDIN number F003519D000364651

Witness CS Sonal Shimpi _____ CS Sakhishree S A. Padaria _____