GNFC
Azadi Ka Amrit Mahotsav

**Gujarat Narmada Valley Fertilizers & Chemicals Limited**
CIN : L24110GJ1976PLC002903

An ISO 9001, ISO 14001, ISO 45001 & ISO 50001 Certified Company

P.O Narmadanagar - 392015, Dist. Bharuch, Gujarat, India
**Ph.** (02642) 247001, 247002 **Website:** www.gnfc.in

NO. SEC/BD/SE/VR
17th April, 2023

FAX : 02642 – 247084
E-Mail : acshah@gnfc.in

Dy General Manager
BSE Ltd.
Corporate Relationship Dept
1st Floor, New Trading Ring,
Rotunda Bldg
PJ Towers, Dalal Street, Fort
Mumbai - 400 001

Co. Code: BSE - "500670"

The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza,
C-1, Block - "G",
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051

Co. Code: NSE- "GNFC EQ"

**Sub: Voting Results of Postal Ballot along with Scrutinizer's Report pursuant to Regulation 44 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.**

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Dear Sir/Madam,

This is in furtherance to our letter dated 13th March, 2023 enclosing the Postal Ballot Notice dated 03rd March, 2023 ("Notice") for seeking approval of the shareholders of the Company on the following resolution:

| Sr. No. | Description of Ordinary Resolution |
|---|---|
| 1. | Appointment of Shri Vipul Mittra, IAS (DIN: 03108280) as a Director and Chairman of the Company. |

Pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, Guidelines prescribed by the Ministry of Corporate Affairs through various Circular(s) and the Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("Listing Regulations"), as amended from time to time, the Postal Ballot was conducted through remote e-voting process commencing from Friday, the 17th March, 2023 at 9:00 a.m. (IST) and ends on Saturday, 15th April, 2023 at 5:00 p.m. (IST).

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The Scrutinizer appointed for scrutiny of Postal Ballot process, CS J J Gadhi (FCS No.: 3519, COP: 2515), has submitted his report on the results of the Postal Ballot. Based on the report of Scrutinizer, we hereby inform that the Shareholders of the Company have duly passed the above-mentioned resolution with requisite majority and accordingly the said Resolution is declared to be passed on 15th April, 2023.

In connection with the above, please find enclosed the following:

1. Voting results pursuant to Regulation 44(3) of the Listing Regulations and Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014; and

2. Scrutinizer's Report dated 17th April, 2023 on remote e-voting.

Voting results along with the Scrutinizer's report are also being hosted on the Company's website at www.gnfc.in and on the website of e-voting Agency, Kfin Technologies Limited at https://evoting.kfintech.com .

We request you to kindly take note of the above.

Thanking you,

Yours faithfully,
For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD

ASHWINKUMAR CHIMANLAL SHAH
Digitally signed by ASHWINKUMAR CHIMANLAL SHAH
Date: 2023.04.18 10:43:21 +05'30'

CS A C SHAH
COMPANY SECRETARY & GM (LEGAL)

ENCL : A : A :

| | |
|---|---|
| **Company Name** | GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD |
| **Date of the AGM/EGM** | |
| **Total number of shareholders on record date** | 286966 |
| **No. of shareholders present in the meeting either in person or** | |
| **Promoters and Promoter Group:** | |
| **Public:** | |
| **No. of Shareholders attended the meeting through Video** | |
| **Promoters and Promoter Group:** | 0 |
| **Public:** | 0 |

| Resolution required: (Ordinary/ Special) | ORDINARY - Appointment of Shri Vipul Mittra, IAS (DIN: 03108280) as a Director and Chairman of the Company. | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 64006713 | 33227546 | 51.9126 | 33227546 | 0 | 100.0000 | 0.0000 |
| | Poll | 64006713 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 64006713 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 39582145 | 34950302 | 88.2982 | 8538692 | 26411610 | 24.4309 | 75.5690 |
| | Poll | 39582145 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 39582145 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 51829925 | 107743 | 0.2079 | 94968 | 12775 | 88.1430 | 11.8569 |
| | Poll | 51829925 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 51829925 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | 155418783 | 68285591 | 43.9365 | 41861206 | 26424385 | 61.3031 | 38.6969 |

ASHWINKUMAR CHIMANLAL SHAH

Digitally signed by ASHWINKUMAR CHIMANLAL SHAH
Date: 2023.04.18 10:43:56 +05'30'

**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) 9375085022**
**JJ Gandhi: 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 and 10 of 2022 dated 28/12/2022 extending time limit up to 30th September, 2023 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 **3rd March, 2023**.

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;



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

**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) 9375085022
JJ Gandhi: 9374620085
Email : jjgandhics@gmail.com

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 No. 10/2021 and 20/2021 and General Circular No. 3 and 10 of 2022 in relation to 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 **13th March, 2023**, 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, 10th March, 2023** 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 **14th March, 2023** (Ahmedabad edition) and in Gujarati language in the news paper **"Loksatta Jansatta"** (Vadodara edition) dated **14th March, 2023**.

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 **17th March, 2023** (9.00 A.M.) to **15th April, 2023** (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. **10th March, 2023** 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 **15th April, 2023** in the

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

**J. J. Gandhi & Co.**
**Practising Company Secretaries**
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**Email : jjgandhics@gmail.com**

presence of two witnesses CS Sonal Shimpi and Ms. Neha Chaudhary who are 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 – Ordinary Resolution**
To approve appointment of Shri Vipul Mittra, IAS (DIN: 03108280) as a Director and Chairman of the Company

| **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 | 479 | 41861206 | 61.30 |
| Physical | 0 | 0 | 0 |
| Total | 479 | 41861206 | 61.30 |
| **Against** the resolution | | | |
| E-voting | 166 | 26424385 | 38.70 |
| Physical | 0 | 0 | 0 |
| Total | 166 | 26424385 | 38.70 |
| **Grand Total** | **645** | **68285591** | **100** |
| **Invalid** votes | | | |
| E-voting | 0 | 0 | |
| **Abstained** | | | |
| E-voting | 11 | 5526 | |

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

**J. J. Gandhi & Co.**
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The resolution has been passed with requisite majority to approve Ordinary 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.

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

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

**Place : Vadodara**
**Date: 17th April, 2023**

**UDIN number F003519E000116159**

**Witness** CS Sonal Shimpi _____ Ms. Neha Chaudhary _____