

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and
The Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman,

Of 59th Annual General Meeting of the Equity Shareholders of

GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

(CIN: L99999GJ1962PLC001121)

Held on Monday, the 27th September, 2021, at 03.30 P.M.

Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).



Dear Sir,

- I, Niraj Trivedi, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of Gujarat State Fertilizers & Chemicals Limited ("the Company"), at their Meeting held on 27th May, 2021, for the purpose of scrutinizing the e-voting process i.e. remote e-voting and electronic voting during the Annual General Meeting (AGM), under the provisions of Section 108 of the Companies Act, 2013 ("The 2013 Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("The Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



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2. The Notice dated 11th August, 2021, as confirmed by the Company, was sent to the shareholders, in respect of the below mentioned Resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company Depositories, in compliance with the MCA Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 02/2021 dated 13th January, 2021 (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (collectively referred to as "SEBI Circulars").
3. The Company had availed e-voting facilities both for the remote e-voting facility and electronic voting at the AGM, provided by **Central Depository Services Ltd (CDSL)**. The remote e-voting period commenced at 09.00 a.m., on Friday 24th September, 2021 and ended at 05:00 p.m., on Sunday, 26th September, 2021. The Company had provided facilities of remote e-voting and electronic voting at the meeting by members, to exercise their right to vote.
4. The shareholders of the Company holding shares as on the cut-off date i.e. Monday, 20th September, 2021, were entitled to vote on the Resolutions, as contained in the Notice of the AGM.
5. After the conclusion of voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked, in the presence of the following two witnesses who are not in the employment of the Company, namely:-

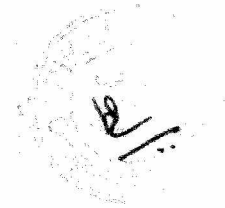
Sr. No.	Name of Witness	Signature of Witness
1	CS Vishakha Mahesh Phadke	
2	CS Shital Mistry	



6. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein, based on the data downloaded from the CDSL e-voting system.

7. The Management of the Company is responsible to ensure the compliance with the requirements of the 2013 Act and the Rules relating to voting through electronic means by remote e-voting and electronic voting at the AGM, for the Resolutions contained in the Notice to the 59th AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the process of electronic means by remote e-voting and electronic voting at the AGM is restricted to make a Scrutinizer's Report of votes cast "in favour" or "against" the Resolutions stated in the Notice, based on the reports generated from the e-voting system provided by CDSL, the agency authorized under the Rules.

8. I submit herewith my Scrutinizer's Report on the results of voting through both the remotee-voting and electronic voting at the AGM, based on the data downloaded from CDSL e-voting system, the total votes cast "in favour" or "against" all the Resolutions proposed in the Notice of the AGM are as under:-



Item No. 1:-

Ordinary Business:-

To receive, consider and adopt:

- a) The Audited Financial Statements of the Company for the financial year ended March 31, 2021, the reports of the Board of Directors and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 and report of the Auditors thereon:-

(i) Voted **in favour** of the Resolution:-

Type of Voting	Number of Members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	376	25,71,84,022	99.15%
E-voting at AGM conducted through VC / OAVM	10	22,13,865	0.85%
Total	386	25,93,97,887	100%

(ii) Voted **against** the Resolution:-

Type of Voting	Number of members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	10	3,440	0.00%
E-voting at AGM conducted through VC / OAVM	0	0	0.00%
Total	10	3,440	0.00%

(iii) Invalid / Abstained Votes:-

Type of Voting	Total number of members whose votes were declared invalid / who abstained from voting	Total number of Votes
Remote E-voting	4	7,33,618
E-voting at AGM conducted through VC / OAVM	0	0
Total	4	7,33,618



Item No. 2:-

Ordinary Business:-

To declare Dividend on Equity Shares for the financial year ended 31st March, 2021:-

(i) Voted in favour of the Resolution:-

Type of Voting	Number of Members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	379	25,79,17,081	99.15%
E-voting at AGM conducted through VC / OAVM	10	22,13,865	0.85%
Total	389	26,01,30,946	100%

(ii) Voted against the Resolution:-

Type of Voting	Number of members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	11	3,999	0.00%
E-voting at AGM conducted through VC / OAVM	0	0	0.00%
Total	11	3,999	0.00%

(iii) Invalid / Abstained Votes: -

Type of Voting	Total number of members whose votes were declared invalid / who abstained from voting	Total number of Votes
Remote E-voting	0	0
E-voting at AGM conducted through VC / OAVM	0	0
Total	0	0



Item No. 3:-**Ordinary Business:-**

To appoint a Director in place of Shri Pankaj Joshi, IAS (DIN: 01532892), who retires by rotation and being eligible offers himself for re-appointment:-

(i) Voted **in favour** of the Resolution:-

Type of Voting	Number of Members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	305	23,56,23,040	90.58%
E-voting at AGM conducted through VC / OAVM	10	22,13,865	0.85%
Total	315	23,78,36,905	91.43%

(ii) Voted **against** the Resolution:-

Type of Voting	Number of members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	84	2,22,98,037	8.57%
E-voting at AGM conducted through VC / OAVM	0	0	0.00%
Total	84	2,22,98,037	8.57%

(iii) **Invalid / Abstained** Votes: -

Type of Voting	Total number of members whose votes were declared invalid / who abstained from voting	Total number of Votes
Remote E-voting	1	03
E-voting at AGM conducted through VC / OAVM	0	0
Total	1	03



Item No. 4:-

Special Business:-

Ordinary Resolution:-

To approve the remuneration of the Cost Auditors for the Financial Year ending 31st March, 2022:-

(i) Voted **in favour** of the Resolution:-

Type of Voting	Number of Members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	362	25,79,04,560	99.14%
E-voting at AGM conducted through VC / OAVM	9	22,13,665	0.85%
Total	371	26,01,18,225	99.99%

(ii) Voted **against** the Resolution:-

Type of Voting	Number of members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	26	16,217	0.01%
E-voting at AGM conducted through VC / OAVM	1	200	0.00%
Total	27	16,417	0.01%

(iii) Invalid / Abstained Votes: -

Type of Voting	Total number of members whose votes were declared invalid / who abstained from voting	Total number of Votes
Remote E-voting	2	303
E-voting at AGM conducted through VC / OAVM	0	0
Total	2	303



Item No. 5:-

Special Business:-

Ordinary Resolution:-

To appoint Smt. Jayaben Thakkar (DIN: 02110569) as an Independent Director:-

(i) Voted in favour of the Resolution:-

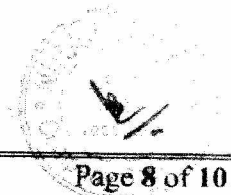
Type of Voting	Number of Members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	353	23,02,93,651	99.04%
E-voting at AGM conducted through VC / OAVM	10	22,13,865	0.95%
Total	363	23,25,07,516	99.99%

(ii) Voted against the Resolution:-

Type of Voting	Number of members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	34	23,869	0.01%
E-voting at AGM conducted through VC / OAVM	0	0	0.00%
Total	34	23,869	0.01%

(iii) Invalid / Abstained Votes: -

Type of Voting	Total number of members whose votes were declared invalid / who abstained from voting	Total number of Votes
Remote E-voting	3	2,76,03,560
E-voting at AGM conducted through VC / OAVM	0	0
Total	3	2,76,03,560



Item No. 6:-

Special Business:-

Ordinary Resolution:-

To appoint Shri Mukesh Puri (DIN: 03582870), as Managing Director of the Company:-

(i) Voted in favour of the Resolution:-

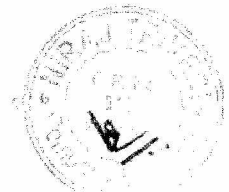
Type of Voting	Number of Members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	362	25,78,98,785	99.14%
E-voting at AGM conducted through VC / OAVM	9	22,13,665	0.85%
Total	371	26,01,12,450	99.99%

(ii) Voted against the Resolution:-

Type of Voting	Number of members voted	Number of Votes cast by them	% of total Number of Valid Votes cast
Remote E-voting	25	21,892	0.01%
E-voting at AGM conducted through VC / OAVM	1	200	0.00%
Total	26	22,092	0.01%

(iii) Invalid / Abstained Votes:-

Type of Voting	Total number of members whose votes were declared invalid / who abstained from voting	Total number of Votes
Remote E-voting	3	403
E-voting at AGM conducted through VC / OAVM	0	0
Total	3	403

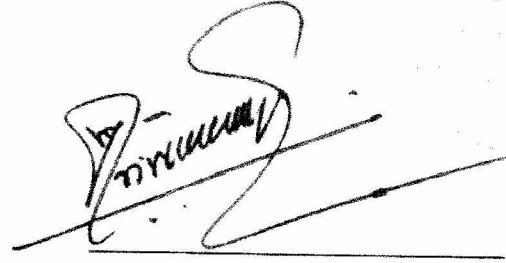


CS NIRAJ TRIVEDI
PRACTICING COMPANY SECRETARY

9. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Chairman for preserving safely after he considers, approves and signs the minutes of the AGM.
10. You may accordingly declare the result of above Resolutions for the Annual General Meeting of the Company held on 27th September, 2021.

Thanking You,

Yours faithfully,



DATE: 28th SEPTEMBER, 2021

PLACE: VADODARA

NIRAJ TRIVEDI

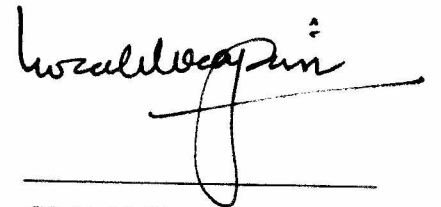
PRACTICING COMPANY SECRETARY

FCS: 3844 (C. P. No.: 3123)

UDIN: F003844C001018825

COUNTERSIGNED BY:-

FOR, GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED



CS V. V. VACHHRAJANI

COMPANY SECRETARY & SR. VICE PRESIDENT (LEGAL)