



**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
27th September, 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

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: BSE - "500670"

Co. Code: NSE- "GNFC EQ"

Sub: Details of Voting Results of 47th Annual General Meeting (AGM) held on Tuesday, the 26th September, 2023 at 3:00 PM - Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Dear Sir,

The 47th Annual General Meeting of the Members of the Company held on Tuesday, the 26th September, 2023 at 3:00 PM (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Pursuant to Section 108 of the Companies Act, 2013 and relevant Rules thereunder and Regulation 44(3) of the SEBI Listing Requirements, 2015, the Company had provided to the Members, the facility for remote e-voting and e-voting at AGM.

Shri J J Gandhi, Practicing Company Secretary, who was appointed as Scrutinizer to scrutinize the Remote e-voting process and e-voting at AGM, has now submitted his Report to the Company.

All the Resolutions contained in the Notice of AGM were approved by the Members with requisite majority. Details of Results of Voting are enclosed herewith together with Scrutinizer's Report.

We request you to kindly take note of the above.

Thanking you,

Yours faithfully,
For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD

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CS A C SHAH
COMPANY SECRETARY & GM (LEGAL)

ENCL : A : A :



J. J. Gandhi & Co.

Practising Company Secretaries

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F46, India Bulls Mega Mall

Besides Dinesh Mill

Jetalpur, Vadodara - 390 007

Phone (O) 9375085022

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**Report of Scrutinizer
Consolidated Report on remote E-voting and e-voting at AGM**

To,
The Chairman
of 47th Annual General Meeting of Members of
Gujarat Narmada Valley Fertilizers & Chemicals Limited
P.O. Narmadanagar Dist. Bharuch,
Gujarat- 392015.

Dear Sir,

Re: Consolidated Scrutinizers' Report for passing resolutions through remote E-voting and E-voting during the 47th AGM of Gujarat Narmada Valley Fertilizers & Chemicals Limited (CIN L24110GJ1976PLC002903) held on 26th September, 2023 at 3.00 PM through Video Conference (VC)/ Other Audio Visual Means (OAVM)

1. I, J. J. Gandhi, Proprietor of J J Gandhi & Co. Practising Company Secretaries, has been appointed as Scrutinizer by the Board of Directors pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended (herein after referred to as Rules) and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, for scrutinizing the remote e-voting and e-voting during the AGM on the resolutions contained in the Notice (herein after referred to as "Resolutions") of the **47th Annual General Meeting (AGM)** of the Members of the Company held on **26th September, 2023 at 3.00 PM** through Video Conferencing (VC). The proceedings of the **47th AGM** will be deemed to be conducted at the Registered Office of the Company which shall be deemed venue of the AGM.
2. The Management of the Company is responsible to ensure compliance of the provisions of the Companies Act, 2013 and Rules made thereunder relating to remote e-voting and e-voting during AGM on the Resolutions contained in the Notice of AGM. My responsibilities as a scrutinizer for e-voting process are restricted to make a Scrutinizers' Report on the votes cast "In favour" or "Against" the resolutions, based on the reports generated from e-voting system provided by the **Kfin Technologies Limited, ("Kfin")**, the agency engaged by the Company to provide remote e-voting facility (prior to AGM) and e-voting facility during the AGM.
3. I submit my report as under;



Scrutiniser Report - Gujarat Narmada Valley Fertilizers & Chemicals Ltd. - AGM held on 26/09/2023

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- A. The AGM was held in compliance with the direction provided by the Ministry of Corporate Affairs (MCA) to hold through video conferencing (VC) or Other Audio-Visual Means (OAVM) by General Circular No. 14, 17 and 20 of 2020, General Circular No. 2, and 21 of 2021 and General Circular No. 2 and 10 of 2022 (collectively referred as MCA circulars) and Securities and Exchange Board of India (SEBI) vide its Circulars dated 12th May, 2020, 15th January, 2021, 13th May, 2022 and 5th January, 2023 (collectively referred as SEBI Circulars).
- B. The e-voting facility both for remote e-voting i.e. prior to AGM and e-voting during AGM were provided by **Kfin Technologies Limited**.
- C. As per requirement of Rule 20(v), the Public Advertisement with respect to dispatch of AGM Notice through electronic mode and intimating the date and time of commencement and closing of E-voting have been published in English language in the newspaper "**Business Standard**" dated **29th August, 2023**, and in Gujarati language in the news paper "**Loksatta Jansatta**" dated **29th August, 2023**.
- D. The e-voting period remained open from **22nd Sept., 2023** (9.00 A.M.) to **25th Sept., 2023**. (5.00 P.M.)
- E. The Members of the Company holding shares in physical form or demat form as on "**Cut-off**" date i.e. **19th Sept., 2023** were entitled to vote on the resolutions mentioned in the Notice of AGM.
- F. The shareholders, who did not vote in remote e-voting, were provided facility to e-vote during the meeting and thereafter within 15 minutes of the conclusion of the AGM. After the conclusion of e-voting at the AGM, the votes cast under remote e-voting and e-voting at the AGM were unblocked.
- G. The details of Members who have voted "for" or "against" on each of the resolutions that were put to vote were generated from the E-voting website of **Kfin Technologies Limited** viz. <https://evoting.kfintech.com>

Based on the Reports generated from the website of **Kfin Technologies Limited**, the consolidated report on e-voting on each of the resolution as per format of Regulation 44 of LODR is as under;



Scrutiniser Report - Gujarat Narmada Valley Fertilizers & Chemicals Ltd. - AGM held on 26/09/2023

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Date of Annual General Meeting	26/09/2023
Total Number of shareholders on Record date	281062
No. of shareholders present in the meeting either in person or through Proxy	0
Promoter and Promoter Group	0
Public	0
No. of shareholders attended the meeting through VC	78
Promoter and Promoter Group	0
Public	78

Resolution No. 1

To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors' thereon.

Type of Resolution	Ordinary
Whether promoter/ promoter group interested in the resolution?	No

Category	Mode of Voting	No. of shares held	No. of Votes polled	% of votes polled outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	3 = (2/1)*100	4	5	6=(4/2)* 100	7=(5/2)* 100
Promoter & Promoter Group	Remote E-Voting	64006713	64006713	100	64006713	0	100	0.00
	E-voting at AGM		0	0	0	0	0	0.00
	Total		64006713	100	64006713	0	100	0.00
Public Institutions	Remote E-Voting	38819724	32608258	84.00	32552024	56234	99.83	0.17
	E-voting at AGM		0	0	0	0	0	0.00
	Total		32608258	84.00	32552024	56234	99.83	0.17
Public Non Institutions	Remote E-Voting	52592346	439329	0.83	437579	1750	99.60	0.40
	E-voting at AGM		5391	0.01	5391	0	100	0.00
	Total		444720	0.85	442970	1750	99.60	0.40
Total		155418783	97059691	62.45	97001707	57984	99.94	0.06



Scrutiniser Report - Gujarat Narmada Valley Fertilizers & Chemicals Ltd. - AGM held on 26/09/2023



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Resolution No. 2

To declare Dividend on equity shares for the Financial Year ended 31st March, 2023.

Type of Resolution	Ordinary
Whether promoter/ promoter group interested in the resolution?	No

Category	Mode of Voting	No. of shares held	No. of Votes polled	% of votes polled outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	3 = (2/1)*100	4	5	6=(4/2)* 100	7=(5/2)* 100
Promoter & Promoter Group	Remote E-Voting	64006713	64006713	100	64006713	0	100	0.00
	E-voting at AGM		0	0	0	0	0	0.00
	Total		64006713	100	64006713	0	100	0.00
Public Institutions	Remote E-Voting	38819724	33156292	85.41	33156292	0	100	0.00
	E-voting at AGM		0	0	0	0	0	0.00
	Total		33156292	85.41	33156292	0	100	0.00
Public Non Institutions	Remote E-Voting	52592346	439281	0.84	437971	1310	99.70	0.30
	E-voting at AGM		5391	0.01	5391	0	100	0.00
	Total		444672	0.85	443362	1310	99.71	0.29
Total		155418783	97607677	62.80	97606367	1310	99.99	0.00





Resolution No. 3

To appoint a Director in place of Shri Mukesh Puri, IAS (DIN: 03582870), who retires by rotation and being eligible, offers himself for re-appointment

Type of Resolution	Ordinary
Whether promoter/ promoter group interested in the resolution?	No

Category	Mode of Voting	No. of shares held	No. of Votes polled	% of votes polled outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	3 = (2/1)*100	4	5	6=(4/2)* 100	7=(5/2)* 100
Promoter & Promoter Group	Remote E-Voting	64006713	64006713	100	64006713	0	100	0.00
	E-voting at AGM		0	0	0	0	0	0.00
	Total		64006713	100	64006713	0	100	0.00
Public Institutions	Remote E-Voting	38819724	33156292	85.41	32736397	419895	98.73	1.27
	E-voting at AGM		0	0	0	0	0	0.00
	Total		33156292	85.41	32736397	419895	98.73	1.27
Public Non Institutions	Remote E-Voting	52592346	438169	0.83	432619	5550	98.73	1.27
	E-voting at AGM		5391	0.01	5391	0	100	0.00
	Total		443560	0.814	438010	5550	98.75	1.25
Total		155418783	97606565	62.80	97181120	425445	99.56	0.44





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Resolution No. 4

Payment of Remuneration as per terms and conditions of appointment, Shri Vipul Mittra, IAS Chairman.

Type of Resolution	Special
Whether promoter/ promoter group interested in the resolution?	No

Category	Mode of Voting	No. of shares held	No. of Votes polled	% of votes polled outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	3 = (2/1)*100	4	5	6=(4/2)* 100	7=(5/2)* 100
Promoter & Promoter Group	Remote E-Voting	64006713	64006713	100	64006713	0	100	0.00
	E-voting at AGM		0	0	0	0	0	0.00
	Total		64006713	100	64006713	0	100	0.00
Public Institutions	Remote E-Voting	38819724	33156292	85.41	21841705	11314587	65.87	34.13
	E-voting at AGM		0	0	0	0	0	0.00
	Total		33156292	85.41	21841705	11314587	65.87	34.13
Public Non Institutions	Remote E-Voting	52592346	438119	0.83	418833	19286	95.60	4.40
	E-voting at AGM		5391	0.01	5230	161	97.01	2.99
	Total		443510	0.84	424063	19447	95.61	4.39
Total		155418783	97606515	62.80	86272481	11334034	88.39	11.61





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Resolution No. 5

Appointment of Shri Raj Kumar, IAS (DIN 00294527) as Director and Chairman of the Company

Type of Resolution	Ordinary
Whether promoter/ promoter group interested in the resolution?	No

Category	Mode of Voting	No. of shares held	No. of Votes polled	% of votes polled outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	3 = (2/1)*100	4	5	6=(4/2)* 100	7=(5/2)* 100
Promoter & Promoter Group	Remote E-Voting	64006713	64006713	100	64006713	0	100	0.00
	E-voting at AGM		0	0	0	0	0	0.00
	Total		64006713	100	64006713	0	100	0.00
Public Institutions	Remote E-Voting	38819724	33156069	85.41	23146005	10010064	69.81	30.19
	E-voting at AGM		0	0	0	0	0	0.00
	Total		33156069	85.41	23146005	10010064	69.81	30.19
Public Non Institutions	Remote E-Voting	52592346	438119	0.83	436480	1639	99.63	0.37
	E-voting at AGM		5391	0.01	5391	0	100	0.00
	Total		443510	0.84	441871	1639	99.63	0.37
Total		155418783	97606292	62.80	87594589	10011703	89.74	10.26





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Resolution No. 6

Ratification of remuneration payable to Cost Auditor of the Company for the financial year 2023-24.

Type of Resolution	Ordinary
Whether promoter/ promoter group interested in the resolution?	No

Category	Mode of Voting	No. of shares held	No. of Votes polled	% of votes polled outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	3 = (2/1)*100	4	5	6=(4/2)* 100	7=(5/2)* 100
Promoter & Promoter Group	Remote E-Voting	64006713	64006713	100	64006713	0	100	0.00
	E-voting at AGM		0	0	0	0	0	0.00
	Total		64006713	100	64006713	0	100	0.00
Public Institutions	Remote E-Voting	38819724	33156292	85.41	33156292	0	100	0.00
	E-voting at AGM		0	0	0	0	0	0.00
	Total		33156292	85.41	33156292	0	100	0.00
Public Non Institutions	Remote E-Voting	52592346	439279	0.84	434823	4456	98.99	1.01
	E-voting at AGM		5391	0.01	5391	0	100	0.00
	Total		444670	0.85	440214	4456	98.99	1.01
Total		155418783	97607675	62.80	97603219	4456	99.99	0.00

The figures in percentage have been rounded off to 2 decimal points.
The votes cast does not include abstained votes.

Based on the aforesaid results, I report that all resolutions contained in the AGM Notice have been passed with the requisite majority by the Members.

Accordingly, you may declare the result of the remote e-voting and e-voting during the AGM.

The relevant records relating to E-voting is being handed over to the Company Secretary for safe custody.

Scrutiniser Report - Gujarat Narmada Valley Fertilizers & Chemicals Ltd. - AGM held on 26/09/2023

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**For J J Gandhi & Co.
Practising Company Secretaries**

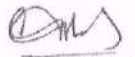

(J J Gandhi)
Proprietor



**Place : Vadodara
Date: 27th Sept., 2023**

**FCS No. 3519 and CP No. 2515
P R No. 1174/2021**

UDIN number F003519E001076118



Received Report

For Gujarat Narmada Valley Fertilizers & Chemicals Ltd.
CS A C SHAH
Company Secretary.
27/09/2023.