



NO. SEC/BD/SE/
23rd May, 2022

TELE : 02642 – 247001
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: Voting Results of Postal Ballot along with Scrutinizer's Report pursuant to Regulation 44 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Dear Sir / Madam,

This is in furtherance to our letter dated 12th April, 2022 enclosing the Postal Ballot Notice dated 1st April, 2022 ("Notice") for seeking approval of the shareholders of the Company on the following resolution:

Sr. No.	Description of Special Resolution
1.	Appointment of Prof. Piyushkumar Sinha (DIN: 00484132) as an Independent Director 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 22nd April, 2022 at 9:00 a.m. (IST) and concluding on Saturday, the 21st May, 2022, at 5:00 p.m. (IST).



**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

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 21st May, 2022.

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 23rd May, 2022 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 the same on your record.

Thanking you,

Yours faithfully,

For GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LIMITED

CS A C SHAH
COMPANY SECRETARY & GM (LEGAL)

ENCL:A:A

Company Name	GUJARAT NARMADA VALLEY FERTILIZERS & CHEMICALS LTD
Date of the AGM/EGM	238733
Total number of shareholders on record date	
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	0
Promoters and Promoter Group:	0
Public:	0

SPECIAL - Appointment of Prof. Piyushkumar Sinha (DIN: 00484132) as an Independent Director of the Company.									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	No	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
Category									
		Mode of Voting	64006713	64006713	100.0000	64006713	0	100.0000	0.0000
		E-Voting	64006713	64006713	0.0000	00	0	0.0000	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
Promoter and Promoter Group		E-Voting	42780040	33379372	78.0256	33197092	182280	99.4539	0.5460
		Poll	42780040	0	0.0000	00	0	0.0000	0.0000
		Postal Ballot (if applicable)	42780040	0	0.0000	00	0	0.0000	0.0000
Public- Institutions		E-Voting	48635808	33782	0.0695	32571	1211	96.4152	3.5847
		Poll	48635808	0	0.0000	00	0	0.0000	0.0000
		Postal Ballot (if applicable)	48635808	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions		Total	155422561	97419867	62.6806	97236376	183491	99.8116	0.1884



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

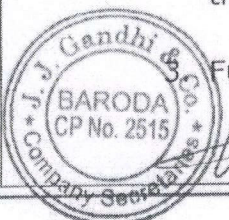
To,
The Chairman
Gujarat Narmada Valley Fertilizers & Chemicals Limited
P.O. Narmadanagar
Dist. Bharuch
Gujarat- 392015

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.

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





- 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





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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Email : jjgandhics@gmail.com

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)



Place : Vadodara
Date: 23rd May, 2022

UDIN number F003519D000364651

Witness CS Sonal Shimpi

CS Sakhishree