



[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

**To**

**The Chairman of**

**70<sup>TH</sup> Annual General Meeting of the Equity Shareholders of**

**M/s The Phosphate Company Limited**

**Held on 20th September, 2018 at Somany Conference Hall of MCC&I, 15B, Hemanta Basu Sarani, 2<sup>nd</sup> Floor, Kolkata-700 001**

**SUBJECT: Passing of Resolution through electronic and Poll conducted at the 70<sup>th</sup> Annual General Meeting of M/s The Phosphate Company Limited held on 20<sup>th</sup> September, 2018**

Dear Sir

I, Ajay Kumar Agarwal, Practicing Company Secretary, holding Membership Number FCS 7604 and Certificate of Practice Number 13493, Proprietor of M/s AGARWAL A & ASSOCIATES, Company Secretaries at 9 Mangoe Lane, 2<sup>nd</sup> Floor, Room No.-12, Kolkata- 700 001 have been appointed by the Board of Directors of **M/s The Phosphate Company Limited** as a Scrutinizer for the purpose of scrutinizing the voting by electronics means ("remote e-voting") and through Physical Ballot voting carried by the Company pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions contained in the notice of the 70<sup>th</sup> Annual General Meeting ("AGM") of the members of the Company, held on Thursday on September 20th, 2018 at 11:30AM, at Somany Conference Hall of Merchants Chamber of Commerce & Industry, 15B Hemant Basu Sarani, Kolkata-700001

The Notice date 8<sup>th</sup> August, 2018 along with the explanatory statement convening the 70<sup>th</sup> Annual General Meeting of the Company setting out the material facts under section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the resolutions to be passed at the said AGM of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronics means and ballot forms on the resolutions contained in the Notice of the Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and ballot forms is restricted to make Scrutinizer's Report of the votes cast "in favour" or "against" the resolution and "invalid" and "abstained" ballots and votes, based on the reports generated from the E-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency to provide E-voting facilities, engaged by the Company to provide remote e-voting facilities and ballot forms received.

Further to the above, I submit my report as under:



9 mangoe lane, 2<sup>nd</sup> floor, room no.-12, kolkata : 700 001. west bengal, india

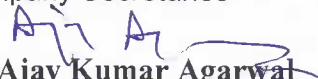
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- I. The remote e-voting period remained open from Monday, 17th September, 2018 (09:00 AM) to Wednesday, 19th September, 2018 (5:00 PM).
- II. The members of the Company as on the "cut off" date i.e. 13th September, 2018 were entitled to e-vote on the resolutions (item no. 1 to 6 as set out in the notice of the AGM of the Company).
- III. The Ballot Forms facility was also provided at the AGM on Thursday 20th September, 2018 for those members who attending the meeting not voted through remote e-voting facility.
- IV. On completion of voting at the meeting M/s Maheshwari Datamatics Pvt. Ltd. (RTA) provided us with the list of shareholders who had cast their votes, with their holding details of vote cast on the Resolutions.
- V. The votes were reconciled with the records maintained by the Company and RTA with respect to the Authorizations / Proxies lodged with the Company. If any;
- VI. The votes cast were unblocked on 20<sup>th</sup> September, 2018 at around 02:15PM in the presence of two witnesses, Ms Nikita Agarwal and Mr Arup Kumar Dey who are not in employment of the Company.
- VII. Thereafter, considering remote e-voting and votes casted through physical Ballot forms, the combined results of the voting is annexed. The details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, and whose votes became invalid or who abstained from voting, were generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. <http://www.evoting.nsdl.com> and is based on such reports generated.
- VIII. Fifty Six Members have cast their votes through remote e-voting and all such votes are valid, Sixty One members and/or their proxies have cast their votes through poll at the AGM venue.
- IX. OUTCOME: All the resolutions stand passed unanimously under combined results of both e-voting and poll.
- X. The relevant records relating to e-voting, physical ballot etc. at the AGM is handed over to the Company Secretary / Director authorized by the Board for safe keeping

Thanking you,

For **AGARWAL A & ASSOCIATES**  
Company Secretaries

  
**CS Ajay Kumar Agarwal**  
Proprietor  
M No.: **F7604**; C.PNo.: **13493**



Place: Kolkata

Date: 21<sup>st</sup> September, 2018

**M/s The Phosphate Company Limited**  
(CIN:L24231WB1949PLC017664)

Date of AGM: 20th September, 2018

SUMMARY OF COMBINED SCRUTINIZER'S REPORT IN RESPECT OF E-VOTING ALONG WITH THE BALLOT FORM FOR PASSING ORDINARY RESOLUTIONS

Res olut ion No.	Subject Matter of the Resolution	Mode	Total No. of Memb ers Voted	Total No. of Shares of Voting	Assent/ in Favour of			Dissent/ Against			Invalid	
					No. of Memb ers voted	No. of Votes	% of votes in favo ur of votes	No. of Mem bers vote d	No. of Vot es	% of votes against of votes	No. of Mem bers vote d	No. of Votes
1	<b>ORDINARY RESOLUTION:</b> To consider and adopt Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2018 together with report of the Directors and Auditors thereon	Electronic	56	2714786	56	2714786	100	--	--	--	--	--
		Physical	61	68834	53	68673	100	--	--	--	8	161
		<b>Total</b>	<b>117</b>	<b>2783620</b>	<b>109</b>	<b>2783459</b>	<b>100</b>	--	--	--	<b>8</b>	<b>161</b>
2	<b>ORDINARY RESOLUTION:</b> To appoint a Director in place of Shri Binod Khaitan (DIN: 00128502) who retires by rotation and being eligible has offered himself for re-appointment	Electronic	56	2714786	56	2714786	100	--	--	--	--	--
		Physical	61	68834	53	68673	100	--	--	--	8	161
		<b>Total</b>	<b>117</b>	<b>2783620</b>	<b>109</b>	<b>2783459</b>	<b>100</b>	--	--	--	<b>8</b>	<b>161</b>
3	<b>ORDINARY RESOLUTION:</b> To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration	Electronic	56	2714786	56	2714786	100	--	--	--	--	--
		Physical	61	68834	53	68673	100	--	--	--	8	161
		<b>Total</b>	<b>117</b>	<b>2783620</b>	<b>109</b>	<b>2783459</b>	<b>100</b>	--	--	--	<b>8</b>	<b>161</b>
4	<b>ORDINARY RESOLUTION:</b> To consi der re-appointment of Shri Suresh Kumar Bangur (DIN:00040862), as a Whole-time Director of the Company designated as Executive Director	Electronic	52	2608726	52	2608726	100	--	--	--	--	--
		Physical	61	68834	53	68673	100	--	--	--	8	161
		<b>Total</b>	<b>113</b>	<b>2677560</b>	<b>105</b>	<b>2677399</b>	<b>100</b>	--	--	--	<b>8</b>	<b>161</b>



5	<b>ORDINARY RESOLUTION:</b> To ratify appointment and remuneration of S. Gupta and Co. Cost Auditors of the Company for the Financial Year 2018-19.	Electronic	56	2714786	56	2714786	100	--	--	--	--	--
		Physical	61	68834	53	68673	100	--	--	--	8	161
		<b>Total</b>	<b>117</b>	<b>2783620</b>	<b>109</b>	<b>2783459</b>	<b>100</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>8</b>	<b>161</b>
6	<b>ORDINARY RESOLUTION:</b> To consider and determine the fees for delivery of any document through a particular mode of delivery to a member	Electronic	56	2714786	56	2714786	100	--	--	--	--	--
		Physical	61	68834	53	68673	100	--	--	--	8	161
		<b>Total</b>	<b>117</b>	<b>2783620</b>	<b>109</b>	<b>2783459</b>	<b>100</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>8</b>	<b>161</b>

For **AGARWAL A & ASSOCIATES**  
Company Secretaries

*Aj A*

**CS Ajay Kumar Agarwal**  
Proprietor

M No.: **F7604**; C.PNo.:**13493**



*[Handwritten Signature]*

Chairman of the Meeting

Place: Kolkata

Date: 21<sup>st</sup> September, 2018