



*Agarwal A & Associates* Company Secretaries

**SCRUTINIZER'S REPORT**

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]]

**To**

**The Chairman of 75<sup>TH</sup> Annual General Meeting of the Equity Shareholders of M/s The Phosphate Company Limited held on 22<sup>nd</sup> September, 2023 at 4:00 p.m. IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM)**

**SUBJECT: Passing of Resolution through electronic conducted at the 75<sup>th</sup> Annual General Meeting of M/s The Phosphate Company Limited held on 22<sup>nd</sup> September, 2023**

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 Plot No. IID/31/1, Street No. 1111, PS Qube, Unit Number 1015A, 10th Floor, Beside City Centre 2, Kolkata- 700161 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") 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, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolutions contained in the notice dated 31<sup>st</sup> July, 2023, the Ministry of Corporate Affairs (MCA) vide its Circular dated 28<sup>th</sup> December, 2022 read together with circulars dated 5<sup>th</sup> May, 2022, 14<sup>th</sup> December, 2021, 13<sup>th</sup> January, 2021, 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue, it's 75<sup>th</sup> Annual General Meeting ("AGM") of the members of the Company, to be held on Friday, 22<sup>nd</sup> September, 2023 at 04:00 PM and concluded at 04:47 PM (e-voting being allowed upto 05:17 PM), through Video Conferencing (VC) or Other Audio Visual Means (OAVM). The Securities and Exchange Board of India ("SEBI") vide its Circulars dated 5<sup>th</sup> January, 2023 read together with circulars dated 13<sup>th</sup> May, 2022, 15<sup>th</sup> January, 2021 and 12<sup>th</sup> May, 2020 ('SEBI Circulars') has also granted certain relaxations regarding related provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). In compliance with the provisions of the Act, Listing Regulations and MCA Circulars, the AGM of the Company shall be conducted through VC/OAVM.

PLOT NO. IID/31/1, STREET NO. 1111, PS QUBE, UNIT NUMBER 1015A,  
10th FLOOR, BESIDE CITY CENTRE 2 KOLKATA- 700161  
(m) +91 98833 62775; e-mail: cs.aaa.2014@gmail.com

The Notice date 31<sup>st</sup> July, 2023 alongwith the explanatory statement convening the 75<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 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 is restricted to make Scrutinizer's Report of the votes cast "in favour" or "against" the resolution and "invalid" and "abstained" 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.

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

- I. The remote e-voting period remained open from Tuesday, 19th September 2023(9:00 A.M.) to Thursday,21<sup>st</sup> September 2023 (5:00 P.M.)
- II. The members of the Company as on the "cut off" date i.e. 15<sup>th</sup> September, 2023 were entitled to e-vote on the resolutions (item no. 1 to 5 as set out in the notice of the AGM of the Company).
- III. The Ballot Forms facility was not provided at the AGM on Friday, 22<sup>nd</sup> September, 2023to the members because the AGM of the company was conducted through VC/OAVM.
- 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 22<sup>th</sup> September, 2023at around 5:22 PM in the presence of two witnesses, Ms. Komal Singhi and Ms. Uditi Saraf who are not in employment of the Company.
- VII. Thereafter, considering remote e-voting, 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. One hundred and forty two Members have cast their votes through remote e-voting and all such votes are valid.

- IX. OUTCOME: All the resolutions stand passed by majority under combined results of e-voting.
- X. The relevant records relating to e-voting etc. at the AGM is handed over to the Company Secretary / Director authorized by the Board for safe keeping.
- XI. Restriction on Use- This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company (iii) NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing .

Thanking you,

For **AGARWAL A & ASSOCIATES**  
Company Secretaries

**AJAY KUMAR  
AGARWAL**  
Digitally signed by AJAY KUMAR AGARWAL  
DN: cn=AJAY KUMAR AGARWAL,  
pseudoym=85ab30279136029f5c0b36a13756a4,  
c.2.4.20=500709FF1F0C4A02A9E8A2A771C18E8F4,  
30E131A6A4C7E8B88E817F247,  
serialNumber=705116, o=AJAY KUMAR AGARWAL,  
urlNumber=9b3ab4ff0a36cc0c5a18c329780a  
30a209ee9908b08890a1caee096, cn=AJAY  
KUMAR AGARWAL  
Date: 2023.09.22 10:21:16 +05'30'

**CS Ajay Kumar Agarwal**  
Proprietor

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

**BINOD  
KUMAR  
KHAITAN**  
Digitally signed by BINOD KUMAR  
KHAITAN  
DN: cn=Binod Kumar Khaitan,  
c.2.4.20=500709FF1F0C4A02A9E8A2A771C18E8F4,  
30E131A6A4C7E8B88E817F247,  
serialNumber=705116, o=AJAY KUMAR AGARWAL,  
urlNumber=9b3ab4ff0a36cc0c5a18c329780a  
30a209ee9908b08890a1caee096, cn=AJAY  
KUMAR AGARWAL  
Date: 2023.09.22 10:22:28 +05'30'

Chairman of the Meeting

Place: Kolkata

Date: 22<sup>nd</sup> September, 2023

**ICSI UDIN: F007604E001064220**

M/s The Phosphate Company Limited (CIN:L24231WB1949PLC017664)												
Date of AGM: 22 <sup>nd</sup> September, 2023												
SUMMARY OF COMBINED SCRUTINIZER'S REPORT IN RESPECT OF E-VOTING FOR PASSING ORDINARY/SPECIAL RESOLUTIONS												
Res olut ion No.	Subject Matter of the Resolution	Mode	Total No. of Members Voted	Total No. of Shares Voting	Assent/ in Favour of			Dissent/ Against			Invalid	
					No. of Membe rs voted	No. of Votes	% of votes in favo ur of votes	No. of Mem bers vote d	No. of Votes	% of votes against of votes	No. of Mem bers voted	No. of Votes
1	<b>ORDINARY RESOLUTION:</b> To receive, consider and adopt the Standalone & Consolidated Audited Financial Statement of the Company for the year ended 31 <sup>st</sup> March, 2023 together with the Report of Board of Directors and Auditors thereon	Electronic	142	2733981	137	2731841	99.92	5	2140	0.08	--	--
		Physical	N.A.								--	--
		<b>Total</b>	<b>142</b>	<b>2733981</b>	<b>137</b>	<b>2731841</b>	<b>99.92</b>	<b>5</b>	<b>2140</b>	<b>0.08</b>	<b>--</b>	<b>--</b>
2	<b>SPECIAL RESOLUTION:</b> Appointment of a Director in place of Shri Binod Khaitan (DIN:00128502), who retires by rotation and being eligible, offers himself for re-appointment.	Electronic	142	2733981	137	2731342	99.90	5	2639	0.10	--	--
		Physical	N.A.								--	--
		<b>Total</b>	<b>142</b>	<b>2733981</b>	<b>137</b>	<b>2731342</b>	<b>99.90</b>	<b>5</b>	<b>2639</b>	<b>0.10</b>	<b>--</b>	<b>--</b>
3	<b>ORDINARY RESOLUTION:</b> Appointment of Shri Ajay Bangur as a Director of the Company.	Electronic	142	2733981	139	2731843	99.92	3	2138	0.08	--	--
		Physical	N.A.								--	--
		<b>Total</b>	<b>142</b>	<b>2733981</b>	<b>139</b>	<b>2731843</b>	<b>99.92</b>	<b>3</b>	<b>2138</b>	<b>0.08</b>	<b>--</b>	<b>--</b>
4	<b>SPECIAL RESOLUTION:</b> Appointment of Shri Ajay Bangur as a Whole-Time Director of the Company.	Electronic	142	2733981	138	2731842	99.92	4	2139	0.08	--	--
		Physical	N.A.								--	--
		<b>Total</b>	<b>142</b>	<b>2733981</b>	<b>138</b>	<b>2731842</b>	<b>99.92</b>	<b>4</b>	<b>2139</b>	<b>0.08</b>	<b>--</b>	<b>--</b>

5	<b>ORDINARY RESOLUTION:</b> Ratification of Remuneration of Cost Auditors	Electronic	142	2733981	137	2731342	99.90	5	2639	0.10	--	--	
		Physical	N.A.									--	--
		<b>Total</b>	<b>142</b>	<b>2733981</b>	<b>137</b>	<b>2731342</b>	<b>99.90</b>	<b>5</b>	<b>2639</b>	<b>0.10</b>	<b>--</b>	<b>--</b>	

For **AGARWAL A & ASSOCIATES**  
Company Secretaries

**AJAY  
KUMAR  
AGARWAL**

Digitally signed by AJAY KUMAR AGARWAL  
DN: cn=Ajay Kumar Agarwal,  
o=AGARWAL A & ASSOCIATES,  
ou=Company Secretaries,  
c=IN,  
2.5.4.201=5D80109FF0CF4A02AFBA28C71FC  
33E3F4350E331AE6A4CFEB888EE417F247,  
postalCode=7100136, st=WEST BENGAL,  
serialNumber=9463d48Rb9a366c695c1e18c92  
978ba3a4a2909cc69895b6036899a12ecc09  
d, cn=AJAY KUMAR AGARWAL  
Date: 2023.09.22 18:23:04 +05'30'

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

**BINOD  
KUMAR  
KHAITAN**

Chairman of the Meeting

Place: Kolkata  
Date: 22<sup>nd</sup> September, 2023

**ICSI UDIN: F007604E001064220**