



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 75TH Annual General Meeting of the Equity Shareholders of M/s The Phosphate Company Limited held on 25th September, 2024 at 11:30 a.m. IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM)

SUBJECT: Passing of Resolution through electronic conducted at the 75th Annual General Meeting of M/s The Phosphate Company Limited held on 25th September, 2024

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 12th August, 2024 the Ministry of Corporate Affairs (MCA) circulars dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (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 75th Annual General Meeting ("AGM") of the members of the Company, to be held on Wednesday, 25th September, 2024 at 11:30 AM and concluded at 12:17 PM (e-voting being allowed upto 12:46 PM), through Video Conferencing (VC) or Other Audio Visual Means (OAVM). The Securities and Exchange Board of India ("SEBI") vide its Circulars dated 5th January, 2023 read together with circulars dated 13th May, 2022, 15th January, 2021, 12th May, 2020 and the latest being October 7, 2023 ('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.

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The Notice date 12th August, 2024 along with the explanatory statement convening the 75th 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 Sunday, 22nd September 2024 (9:00 A.M.) to Tuesday, 24th September 2024 (5:00 P.M.)
- II. The members of the Company as on the "cut off" date i.e. 18th September, 2024 were entitled to e-vote on the resolutions (item no. 1 to 4 as set out in the notice of the AGM of the Company).
- III. The Company had also provided e-voting facility during the AGM through VC/OA VM to those shareholders who had not cast their vote earlier through remote e-voting
- IV. After the closure of e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked on 25th September, 2024 at around 01:07 p.m. in the presence of two witnesses, who are not in employment of the Company.
- V. We have scrutinized and reviewed the remote e-voting prior to and e-voting during the AGM and votes cast therein based on the reports generated by M/s Maheshwari Datamatics Pvt. Ltd. (RTA).
- VI. The management of the Company is responsible for ensuring compliance with the requirements of the Act and rules relating to remote e-voting prior to and e-voting during the AGM on the resolutions contained in the notice of the AGM.
- VII. Our responsibility as scrutinizer for the remote e-voting prior to and e-voting during the AGM is restricted to preparing a Scrutinizer's report of the votes cast in favour or against the resolutions.
- VIII. 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.

- IX. We now submit our consolidated report on the results of remote e-voting prior to and e-voting during the AGM in respect of the said resolutions, conducted through e-voting system provided by National Securities Depository Limited ,as under:

a) Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon

1. Voted in favor of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
158	2823638	99.81

2. Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
06	5446	0.19

3. Invalid/Not Considered votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

b) Resolution 2: Ordinary Resolution

To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2024, and the Reports of the Statutory Auditors thereon.

1. Voted in favor of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
158	2823638	99.81

2. Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
06	5446	0.19

3. Invalid/Not Considered votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

c) Resolution 3: Ordinary Resolution

To appoint a Director in place of Shri Hemant Bangur (DIN: 00040903) who retires by rotation and being eligible, offers himself for reappointment.

1. Voted in favor of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
158	2823638	99.81

2. Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
06	5446	0.19

3. Invalid/Not Considered votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

d) Resolution 4: Ordinary Resolution

Ratification of the Remuneration payable to the Cost Auditors of the Company for the Financial Year ended 31st March 2025

1. Voted in favor of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
158	2823638	99.81

2. **Voted against the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
06	5446	0.19

3. **Invalid/Not Considered votes:**

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking You,

Place: Kolkata
Date: 25th September, 2024

For **AGARWAL A & ASSOCIATES**
Company Secretaries

CS Ajay Kumar Agarwal
Proprietor
C.P No.: **13493**
M. No.: **F7604**
Peer Review No.
1592/2021

ICSI UDIN: F007604F001310061
