



**SCRUTINIZER'S REPORT**

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

To

The Chairman

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

M/s The Phosphate Company Limited

Held on 26th September, 2019 at Somany Conference Hall of Merchants Chamber of Commerce & Industry, 15B, Hemanta Basu Sarani, 2<sup>nd</sup> Floor, Kolkata-700 001

**SUBJECT: Passing of Resolution through electronic and Poll conducted at the 71st Annual General Meeting of M/s The Phosphate Company Limited held on 26<sup>th</sup> September, 2019**

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 71<sup>th</sup> Annual General Meeting ("AGM") of the members of the Company, held on Thursday on September 26th, 2019 at 3:30PM, at Somany Conference Hall of Merchants Chamber of Commerce & Industry, 15B Hemant Basu Sarani, Kolkata-700001

The Notice date 27<sup>th</sup> August, 2019 alongwith the explanatory statement convening the 71st 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.



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*Agarwal A & Associates*

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

- I. The remote e-voting period remained open from Monday, 23<sup>th</sup> September, 2019 (09:00 AM) to Wednesday, 25<sup>th</sup> September, 2019 (5:00 PM).
- II. The members of the Company as on the "cut off" date i.e. 19<sup>th</sup> September, 2019 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 also provided at the AGM on Thursday 26<sup>th</sup> September, 2019 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 26<sup>th</sup> September, 2019 at around 05:06 PM 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 Nine Members have cast their votes through remote e-voting and all such votes are valid, Eighty Two 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: 27<sup>th</sup> September, 2019



M/s The Phosphate Company Limited (CIN:L24231WB1949PLC017664) Date of AGM: 26th September, 2019 SUMMARY OF COMBINED SCRUTINIZER'S REPORT IN RESPECT OF E-VOTING ALONGWITH THE BALLOT FORM FOR PASSING ORDINARY RESOLUTIONS												
Resol ution 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 Vot es	% of votes against of votes	No. of Mem bers vote d	No. of Votes
1	ORDINARY RESOLUTION: To consider and adopt of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2019 together with report of the Directors and Auditors thereon.	Electronic	59	2875092	59	2875092	99.98 651	0	0		0	0
		Physical	82	409	80	388	0.013 49	0	0		2	21
		<b>Total</b>	<b>141</b>	<b>2875501</b>	<b>139</b>	<b>2875480</b>	<b>100</b>	<b>0</b>	<b>0</b>		<b>2</b>	<b>21</b>
2	ORDINARY RESOLUTION: To appoint a Director in place of Shri Hemant Bangur (DIN: 00040903) who retires by rotation and eligible for re-appointment.	Electronic	59	2875092	59	2875092	99.98 651	0	0		0	0
		Physical	82	409	80	388	0.01 349	0	0		2	21
		<b>Total</b>	<b>141</b>	<b>2875501</b>	<b>139</b>	<b>2875480</b>	<b>100</b>	<b>0</b>	<b>0</b>		<b>2</b>	<b>21</b>
3	SPECIAL RESOLUTION: To consider re-appointment of Shri DilipPratapsinghGouldas (DIN: 00367409) as an Independent Director of the Company for second term of Five consecutive years.	Electronic	59	2875092	59	2875092	99.98 651	0	0		0	0
		Physical	82	409	80	388	0.013 49	0	0		2	21
		<b>Total</b>	<b>141</b>	<b>2875501</b>	<b>139</b>	<b>2875480</b>	<b>100</b>	<b>0</b>	<b>0</b>		<b>2</b>	<b>21</b>
4	ORDINARY RESOLUTION: To	Electronic	59	2875092	59	2875092	99.98 651	0	0		0	0





# Agarwal A & Associates

Company Secretaries

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	consider appointment of Smt. Sonali Sen (DIN: 00451839) as an Independent Director of the Company for Five consecutive years.	Physical	82	409	80	388	0.013 49	0	0		2	21
		<b>Total</b>	<b>141</b>	<b>2875501</b>	<b>139</b>	<b>2875480</b>	<b>100</b>	<b>0</b>	<b>0</b>		<b>2</b>	<b>21</b>
5	ORDINARY RESOLUTION: To ratify appointment and remuneration of M/s S. Gupta & Co. Cost Auditors of the Company for the Financial Year 2019-20.	Electronic	59	2875092	59	2875092	99.98 651	0	0		0	0
		Physical	82	409	80	388	0.013 49	0	0		2	21
		<b>Total</b>	<b>141</b>	<b>2875501</b>	<b>139</b>	<b>2875480</b>	<b>100</b>	<b>0</b>	<b>0</b>		<b>2</b>	<b>21</b>

For **AGARWAL A & ASSOCIATES**  
Company Secretaries

*Ajay*



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

*Chairman*

Chairman of the Meeting

Place: Kolkata

Date: 27<sup>th</sup> September, 2019