

**Report of Scrutinizer**

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) of the Companies (Management and Administration) Rules, 2014]

To.

The Chairman of the Annual General Meeting of  
The Phosphate Company Limited held on 23<sup>rd</sup> September 2015  
at Somany Conference Hall at MCC Chamber of Commerce & Industry,  
15B Hemant Basu Sarani, Kolkata – 700 001

I, Bajrang Lal Mundhra, Practising Company Secretary have been appointed as the Scrutinizer by the Board of Directors of The Phosphate Company Limited (hereinafter referred to as 'the Company') vide resolution dated 11<sup>th</sup> August 2015 to scrutinize the remote e-voting and ballot voting process pursuant to section 108 of the Companies Act 2013 read with rule 20 of the Companies (Management and Administration) Rules 2014. I submit my report as under -

1. The Company had appointed National Securities Depository Limited (NSDL) as the Authorised Agency, for extending the facility of remote e-voting to the members of the Company. The Authorised Agency had provided a system for recording the votes of the Members electronically on all the items of business sought to be transacted at the Annual General Meeting of the Company held on 23<sup>rd</sup> September 2015.
2. The Management of the Company is responsible to ensure compliance with the provisions of the Companies Act 2013 and the rules made thereunder as also SEBI rules / regulations related to remote e-voting and ballot voting at AGM venue. My responsibility as a scrutinizer for the remote e-voting and ballot voting process is restricted to making a consolidated scrutinizer's report of the votes cast 'in favour' or 'against' the resolutions based on the reports generated from the e-voting system provided by the Authorised Agency and voting conducted at the Annual General Meeting using ballot papers.
3. The Shareholders of the Company holding shares as on the cut-off date of 16th September 2015 were entitled to vote on the Resolutions contained in the notice convening the meeting.
4. In terms of the aforesaid Notice, remote e-voting was open for 3 days from 10.00 a.m. on 20<sup>th</sup> September 2015 to 5.00 p.m. on 22<sup>nd</sup> September 2015.
5. At the Annual General Meeting, at the end of discussions on all the resolutions the Chairman allowed voting by use of ballot papers for all those members who were present at the Annual General Meeting but have not cast their votes using the remote e-voting facility.
6. An empty Ballot Box kept for the purpose was locked in my presence after due verification and ballot papers were distributed to the members present.
7. After the conclusion of the voting, ballot box was opened in the presence of two witnesses viz. Mr. S. Rajagopal and Mr. Ramen Kr. Patra and received ballot papers were diligently scrutinized and initialled. The ballot papers were duly reconciled with records maintained by the Company's Registrars and Transfer Agents and votes were counted.
8. Thereafter, the votes cast through remote e-voting facility were duly unblocked by me on 23<sup>rd</sup> September 2015 at Kolkata in the presence of two witnesses viz. Mr. P. Agarwal and Mr. P. K. Mundhra, who are not in the employment of the Company.

  
BAJRANG LAL MUNDHRA  
Practising Company Secretary  
CP No. 13452 (FCS-3176)



9. Based on the remote e-voting data and reports available at the e-voting portal of the Authorised Agency and result of the ballot voting at the Annual General Meeting, the consolidated results are as under –

Agenda No.	1					
Subject	To receive, consider and adopt the Audited Statement of Profit & Loss and Cash Flow for the year ended 31st March, 2015 along with Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.					
Type of Resolution	Ordinary Resolution					
	<b>Number of Members voted in e-voting</b>	<b>Number of votes cast - e-voting</b>	<b>Number of Members / Proxies voted using ballot papers</b>	<b>Number of votes cast - ballot papers</b>	<b>Total number of valid votes cast using e-voting and ballot papers</b>	<b>% of total number of valid votes cast</b>
Assent	45	2249796	48	623	2250419	99.98
Dissent	2	400	1	2	402	0.02
Invalid	-	-	8	247	-	-
Total	47	2250196	57	872	2250821	100.00

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed with requisite majority.

Agenda No.	2					
Subject	To appoint a Director in place of Shri Binod Khaitan (DIN00128502), who retires by rotation and being eligible offers himself for re-appointment.					
Type of Resolution	Ordinary Resolution					
	<b>Number of Members voted in e-voting</b>	<b>Number of votes cast - e-voting</b>	<b>Number of Members / Proxies voted using ballot papers</b>	<b>Number of votes cast - ballot papers</b>	<b>Total number of votes cast using e-voting and ballot papers</b>	<b>% of total number of valid votes cast</b>
Assent	45	2249796	48	623	2250419	99.98
Dissent	2	400	1	2	402	0.02
Invalid	-	-	8	247	-	-
Total	47	2250196	57	872	2250821	100.00

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.

Agenda No.	3					
Subject	To ratify appointment of M/s Batliboi Purohit & Darbari, (F.R.No.303086E) Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting.					



Type of Resolution	Ordinary Resolution					
	Number of Members voted in e-voting	Number of votes cast - e-voting	Number of Members / Proxies voted using ballot papers	Number of votes cast - ballot papers	Total number of votes cast using e-voting and ballot papers	% of total number of valid votes cast
Assent	45	2249796	48	623	2250419	99.98
Dissent	2	400	1	2	402	0.02
Invalid	-	-	8	247	-	-
Total	47	2250196	57	872	2250821	100.00

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed with requisite majority.

Agenda No.	4					
Subject	To Appoint Mrs. Vijaya Mohan (DIN 02474421) as an Independent Director of the Company.					
Type of Resolution	Ordinary Resolution					
	Number of Members voted in e-voting	Number of votes cast - e-voting	Number of Members / Proxies voted using ballot papers	Number of votes cast - ballot papers	Total number of votes cast using e-voting and ballot papers	% of total number of valid votes cast
Assent	45	2249796	48	623	2250419	99.98
Dissent	2	400	1	2	402	0.02
Invalid	-	-	8	247	-	-
Total	47	2250196	57	872	2250821	100.00

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed with requisite majority.

Agenda No.	5					
Subject	To ratify re-appointment of and remuneration payable to M/s S. Gupta & Co., Cost Auditors for the financial year 2015-16.					
Type of Resolution	Ordinary Resolution					
	Number of Members voted in e-voting	Number of votes cast - e-voting	Number of Members / Proxies voted using ballot papers	Number of votes cast - ballot papers	Total number of votes cast using e-voting and ballot papers	% of total number of valid votes cast
Assent	45	2249796	48	623	2250419	99.98
Dissent	2	400	1	2	402	0.02
Invalid	-	-	8	246	-	-
Total	47	2250196	57	871	2250821	100.00

*BAJRANG LAL MUNDHRA, Practising Company Secretary*

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed with requisite majority.

I hereby confirm that the Registers received from the Authorised Agency in respect of the votes cast through e-voting by the members of the Company will remain in my custody till the Chairman considers, approves and signs the minutes of Annual General Meeting and the same shall be handed over thereafter to the Chairman / Authorised person as prescribed in the rules.

Countersigned by :



Shri Binod Khaitan

(Chairman of the meeting)



BAJRANG LAL MUNDHRA  
Practising Company Secretary  
CP No. 13452 (FCS-3176)

Place: Kolkata

Date: 24<sup>th</sup> September 2015