

S.K. SHARMA & ASSOCIATES
COMPANY SECRETARIES

FORM NO. MGT-13: REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 21 (2) of the Companies
(Management and Administration) Rules, 2014]

To,
Shri G. Narayana
Chairman
Punjab Chemicals and Crop Protection Limited
SCO: 183, Sector - 26, Chandigarh.

Sub: Scrutinizer Report on E-Voting conducted in terms of provisions of Section 108 of the Companies Act, 2013 read with Clause 35B of Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof.

Dear Sir,

I, S.K Sharma of S.K Sharma & Associates, Practicing Company Secretary of Chandigarh appointed as Scrutinizer(s) for the purpose of evoting process on the below mentioned resolution(s), at the 38th Annual General Meeting of the Equity Shareholders of Punjab Chemicals and Crop Protection Limited held on 23rd September, 2014 at PHD House, Sector 31, Chandigarh at 4:00 p.m, submit my report as under:

1. The Company has provided e-voting facility to all the Shareholders registered with the Company and entitled to vote as on 1st August, 2014.
2. The e-voting period began on Tuesday, September 16, 2014 (9:00 A.M. IST) and ended on Thursday, September 18, 2014 (5:00 P.M. IST). The votes received electronically from the Shareholders till Thursday, September 18, 2014 upto 5.00 p.m. being the last date and time fixed by the Company for e-voting was considered for my scrutiny.
3. 44 members have casted their vote through e-voting facility provided by the Central Depository Services Ltd. ("CDSL") as the Authorised Agency to provide e-voting facilities.
4. I have monitored the process of electronic voting through the scrutinizer's secured link provided by the CDSL on the designated website.
5. Particulars of all votes received electronically from the Members have been entered in the register separately maintained for the purpose.
6. The votes received electronically were duly scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company as on the cut off date i.e. 1st August, 2014.
7. The votes were unblocked at Chandigarh on 20th September, 2014 at 11.00 a.m. in the presence of Mr. Deepak Gupta and Ms. Ashu Sharma, who are not the employees of the Company and who have signed below as witness to the unblocking of votes.

Name: _____

Name: _____

8. Thereafter, the details containing, interalia, list of Equity Shareholders, who voted in "Favour" and "Against" each of the resolutions that were put to vote, were generated from the e-voting website of "CDSL" i.e. <https://www.evotingindia.com> and based on such reports generated, the result of the e-voting is provided hereunder:

#1219, Universal Society, Sector - 48B, Chandigarh
Tel. No.: 0172-4617819, Mobile No.: 09888516938



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9. A summary of the votes received electronically is given below:

a) **Resolution No. 1 - Ordinary Resolution**

To receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2014 including the audited Balance Sheet as at March 31, 2014, the Statement of Profit & Loss for the financial year ended on that date, together with the Reports of the Board of Directors and the Auditors thereon.

Particulars	Number of Members Voted	Number of Shares	% of total paid up Equity Capital
Total votes polled through e-voting	44	1657007	13.51%
Less: Invalid Votes	0	0	0
Net Valid Votes cast	44	1657007	13.51%

(i) **Voted in favour** of the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
44	1657007	100%

(ii) **Voted against** the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid votes:**

Number of Members Voted	Total number of votes cast by them
Nil	Nil

b) **Resolution No. 2 - Ordinary Resolution**

To Appoint a Director in place of Capt. S.S Chopra (Retd.), who retires by rotation and being eligible, seeks re-appointment.

Particulars	Number of Members Voted	Number of Shares	% of total paid up Equity Capital
Total votes polled through e-voting	44	1657007	13.51%
Less: Invalid Votes	0	0	0
Net Valid Votes cast	44	1657007	13.51%

(i) **Voted in favour** of the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
44	1657007	100%



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(ii) Voted **against** the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid votes:**

Number of Members Voted	Total number of votes cast by them
Nil	Nil

c) **Resolution No. 3 - Ordinary Resolution**

To Appoint S R B C & Co. LLP, Chartered Accountants as Statutory Auditors of the Company, in place of retiring auditors S.R Batliboi & Co. LLP, Chartered Accountants.

Particulars	Number of Members Voted	Number of Shares	% of total paid up Equity Capital
Total votes polled through e-voting	44	1657007	13.51%
Less: Invalid Votes	0	0	0
Net Valid Votes cast	44	1657007	13.51%

(i) Voted **in favour** of the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
44	1657007	100%

(ii) Voted **against** the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid votes:**

Number of Members Voted	Total number of votes cast by them
Nil	Nil

d) **Resolution No. 4 - Ordinary Resolution**

Appointment of Shri G. Narayana as an Independent Director.

Particulars	Number of Members Voted	Number of Shares	% of total paid up Equity Capital
Total votes polled through e-voting	44	1657007	13.51%
Less: Invalid Votes	0	0	0
Net Valid Votes cast	44	1657007	13.51%



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(i) Voted in favour of the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
44	1657007	100%

(ii) Voted against the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Number of Members Voted	Total number of votes cast by them
Nil	Nil

e) Resolution No. 5 - Ordinary Resolution

Appointment of Shri M.D Patel as an Independent Director.

Particulars	Number of Members Voted	Number of Shares	% of total paid up Equity Capital
Total votes polled through e-voting	44	1657007	13.51%
Less: Invalid Votes	0	0	0
Net Valid Votes cast	44	1657007	13.51%

(i) Voted in favour of the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
44	1657007	100%

(ii) Voted against the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Number of Members Voted	Total number of votes cast by them
Nil	Nil

f) Resolution No. 6 - Ordinary Resolution

Appointment of Shri Vijay Rai as an Independent Director.

Particulars	Number of Members Voted	Number of Shares	% of total paid up Equity Capital
Total votes polled through e-voting	44	1657007	13.51%
Less: Invalid Votes	0	0	0
Net Valid Votes cast	44	1657007	13.51%



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(i) Voted in favour of the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
44	1657007	100%

(ii) Voted against the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Number of Members Voted	Total number of votes cast by them
Nil	Nil

g) **Resolution No. 7 - Ordinary Resolution**

Appointment of Smt. Sindhu Seth as a Director liable to retire by rotation.

Particulars	Number of Members Voted	Number of Shares	% of total paid up Equity Capital
Total votes polled through e-voting	44	1657007	13.51%
Less: Invalid Votes	0	0	0
Net Valid Votes cast	44	1657007	13.51%

(i) Voted in favour of the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
44	1657007	100%

(ii) Voted against the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Number of Members Voted	Total number of votes cast by them
Nil	Nil

h) **Resolution No. 8 - Ordinary Resolution**

Approval of the remuneration of the Cost Auditors for the financial year ended March 31, 2015.

Particulars	Number of Members Voted	Number of Shares	% of total paid up Equity Capital
Total votes polled through e-voting	44	1657007	13.51%
Less: Invalid Votes	0	0	0
Net Valid Votes cast	44	1657007	13.51%



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(i) Voted in favour of the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
44	1657007	100%

(ii) Voted against the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Number of Members Voted	Total number of votes cast by them
Nil	Nil

i) **Resolution No. 9 - Special Resolution**

To amend Articles of Association of the Company

Particulars	Number of Members Voted	Number of Shares	% of total paid up Equity Capital
Total votes polled through e-voting	44	1657007	13.51%
Less: Invalid Votes	0	0	0
Net Valid Votes cast	44	1657007	13.51%

(i) Voted in favour of the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
44	1657007	100%

(ii) Voted against the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Number of Members Voted	Total number of votes cast by them
Nil	Nil

j) **Resolution No. 10 - Special Resolution**

Re-appointment of Shri Shalil Shroff as the Managing Director of the Company and to fix his remuneration.

Particulars	Number of Members Voted	Number of Shares	% of total paid up Equity Capital
Total votes polled through e-voting	44	1657007	13.51%
Less: Invalid Votes	0	0	0
Net Valid Votes cast	44	1657007	13.51%



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(i) Voted in favour of the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
44	1657007	100%

(ii) Voted against the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Number of Members Voted	Total number of votes cast by them
Nil	Nil

k) **Resolution No. 11 - Special Resolution**

Re-appointment of Shri Avtar Singh as the Whole Time Director of the Company and to fix his remuneration.

Particulars	Number of Members Voted	Number of Shares	% of total paid up Equity Capital
Total votes polled through e-voting	44	1657007	13.51%
Less: Invalid Votes	0	0	0
Net Valid Votes cast	44	1657007	13.51%

(i) Voted in favour of the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
44	1657007	100%

(ii) Voted against the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Number of Members Voted	Total number of votes cast by them
Nil	Nil

l) **Resolution No. 12 - Special Resolution**

To approve borrowing limits of the Company.

Particulars	Number of Ballot Forms Received	Number of Shares	% of total paid up Equity Capital
Total votes polled through e-voting	44	1657007	13.51%
Less: Invalid Votes	0	0	0
Net Valid Votes cast	44	1657007	13.51%



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(i) Voted in favour of the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
44	1657007	100%

(ii) Voted against the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Number of Members Voted	Total number of votes cast by them
Nil	Nil

m) Resolution No. 13 - Special Resolution

Creation of charges on the assets of the Company.

Particulars	Number of Members Voted	Number of Shares	% of total paid up Equity Capital
Total votes polled through e-voting	44	1657007	13.51%
Less: Invalid Votes	0	0	0
Net Valid Votes cast	44	1657007	13.51%

(i) Voted in favour of the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
44	1657007	100%

(ii) Voted against the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Number of Members Voted	Total number of votes cast by them
Nil	Nil

n) Resolution No. 14 - Special Resolution

Appointment and payment of Remuneration to Shri Jaskaran Singh u/s 188 (1) (f) of the Companies Act, 2013.

Particulars	Number of Members Voted	Number of Shares	% of total paid up Equity Capital
Total votes polled through e-voting	44	1657007	13.51%
Less: Invalid Votes	1	7911	0.06%
Net Valid Votes cast	44	1649096	13.45%



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(i) Voted in favour of the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
43	1649096	100%

(ii) Voted against the resolution:

Number of Members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Number of Members Voted	Total number of votes cast by them
Nil	Nil

10. The Register and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the Annual General Meeting and thereafter the same shall be returned and handed over to the Company.

Thanking you,

Yours faithfully,

For S.K. SHARMA & ASSOCIATES


(S.K. SHARMA)
PRACTICING COMPANY SECRETARY
FCS NO.: 374, C.P. NO. 3864

Place: Chandigarh

Date: 20th September, 2014