

S.K. SHARMA & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER REPORT

To,
Shri Avtar Singh
Director (Operations and Business Development)
Punjab Chemicals and Crop Protection Limited
SCO: 183, First Floor,
Sector - 26, Madhya Marg,
Chandigarh-160019.

Sub: Scrutinizer's Report on Postal Ballot and e-voting conducted pursuant to the relevant provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 along with the rules as may be prescribed therein (including any statutory modification or re-enactment thereof).

Dear Sir,

I, S.K Sharma of S.K Sharma & Associates, Practicing Company Secretary of Chandigarh was appointed as a Scrutinizer of PUNJAB CHEMICALS AND CROP PROTECTION LIMITED ('the Company') pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the e-voting and Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on e-voting and Postal Ballot as per the provision of Companies Act, 2013 on the Resolution as embodied in the notice to the Postal Ballot dated 17th February, 2016 to approve the following Special Resolutions:

- a) Deletion of clause from Object clause of Memorandum of Association of the Company.
- b) Alteration of Liability Clause of Memorandum of Association of the Company.
- c) Adoption of new set of Articles of Association.
- d) Commission to Non-Executive Directors of the Company.

I SUBMIT MY REPORT AS UNDER:

1. The evoting period remained open from Friday, the 26th February, 2016 (9:00 a.m) to Monday, the 28th March, 2016 (5:00 p.m).
2. The shareholders holding shares either in physical form or dematerialized form as on the "cut-off" date i.e 12th February, 2016 were entitled to vote electronically or through Postal Ballot on the proposed Resolutions as set out in the Notice of Postal Ballot of the Company.
3. The votes were unblocked on 28th March, 2016 after 5:00 p.m in the presence of Mr. Deepak Gupta and Ms. Ashu Sharma, who are not the employees of the Company. they have signed below in confirmation of the votes being unblocked in their presence:

Signature: _____

Name: DEEPAK GUPTA

Signature: _____

Name: Ashu Sharma



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4. The physical postal ballots were received upto 5:00 p.m on 28th March, 2016 through self-addressed business reply envelopes.
5. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited.
6. The results of the Postal Ballot and e-voting are as under:

Particulars	Number of Members Voted	Number of Shares	% of total paid up Equity Capital *
Total votes polled through e-voting	48 ✓	15,12,767 ✓	12.34% ✓
Total votes polled through Postal Ballot	55 ✓	70,26,019 ✓	57.30% ✓
Total votes polled	103 ✓	85,38,786 ✓	69.63% ✓
Less:			
Invalid Votes polled through e-voting	0	0	0
Invalid Votes polled through postal ballot	1 ✓	37 ✓	0.00% ✓
Net Valid Votes cast	102 ✓	85,38,749 ✓	69.63% ✓

* Paid-up Equity Share Capital (No. of shares)= 1,22,62,185 ✓

Note: Reason for invalid forms:

Particulars	No. of Postal Ballot Forms
Form not properly filled	1 ✓
TOTAL	1 ✓

Resolution 1 : Deletion of clause from Object clause of Memorandum of Association of the Company.

i) Voted in favour of the Resolution:

Number of Members voted in E-voting	Number of votes cast (shares) in E-voting	Number of Members/ Proxies voted in Postal Ballot	Number of votes cast (shares) in Postal ballot	Total number of votes cast through E-voting and Postal Ballot	% of total number of valid votes cast
47 ✓	15,12,517 ✓	53 ✓	70,25,782 ✓	85,38,299 ✓	99.99% ✓

ii) Voted against the Resolution:

Number of Members voted in E-voting	Number of votes cast (shares) in E-voting	Number of Members/ Proxies voted in	Number of votes cast (shares)	Total number of votes cast through	% of total number of valid votes cast

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



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		Postal Ballot	in Postal ballot	E-voting and Postal Ballot	
1	250 ✓	1 ✓	200 ✓	450 ✓	0.01% ✓

iii) Invalid votes:

Number of Members voted in E-voting	Number of votes cast (shares) in E-voting	Number of Members/ Proxies voted in Postal Ballot	Number of votes cast (shares) in Postal ballot	Total number of votes cast through E-voting and Postal Ballot
-	-	1 ✓	37 ✓	0.00% ✓

Resolution 2: Alteration of Liability Clause of Memorandum of Association of the Company.

i) Voted in favour of the Resolution:

Number of Members voted in E-voting	Number of votes cast (shares) in E-voting	Number of Members/ Proxies voted in Postal Ballot	Number of votes cast (shares) in Postal ballot	Total number of votes cast through E-voting and Postal Ballot	% of total number of valid votes cast
47 ✓	15,12,517 ✓	53 ✓	70,25,782 ✓	85,38,299 ✓	99.99% ✓

ii) Voted against the Resolution:

Number of Members voted in E-voting	Number of votes cast (shares) in E-voting	Number of Members/ Proxies voted in Postal Ballot	Number of votes cast (shares) in Postal ballot	Total number of votes cast through E-voting and Postal Ballot	% of total number of valid votes cast
1	250 ✓	1 ✓	200 ✓	450 ✓	0.01%

iii) Invalid votes:

Number of Members voted in E-voting	Number of votes cast (shares) in E-voting	Number of Members/ Proxies voted in Postal Ballot	Number of votes cast (shares) in Postal ballot	Total number of votes cast through E-voting and Postal Ballot
-	-	1 ✓	37 ✓	0.00%



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Resolution 3 : Adoption of new set of Articles of Association

i) Voted in favour of the Resolution:

Number of Members voted in E-voting	Number of votes cast (shares) in E-voting	Number of Members/ Proxies voted in Postal Ballot	Number of votes cast (shares) in Postal ballot	Total number of votes cast through E-voting and Postal Ballot	% of total number of valid votes cast
47 ✓	15,12,517 ✓	53 ✓	70,25,782 ✓	85,38,299 ✓	99.99% ✓

ii) Voted against the Resolution:

Number of Members voted in E-voting	Number of votes cast (shares) in E-voting	Number of Members/ Proxies voted in Postal Ballot	Number of votes cast (shares) in Postal ballot	Total number of votes cast through E-voting and Postal Ballot	% of total number of valid votes cast
1 ✓	250 ✓	1 ✓	200 ✓	450 ✓	0.01% ✓

iii) Invalid votes:

Number of Members voted in E-voting	Number of votes cast (shares) in E-voting	Number of Members/ Proxies voted in Postal Ballot	Number of votes cast (shares) in Postal ballot	Total number of votes cast through E-voting and Postal Ballot
-	-	1 ✓	37 ✓	0.00%

Resolution 4: Commission to Non-Executive Directors of the Company.

i) Voted in favour of the Resolution:

Number of Members voted in E-voting	Number of votes cast (shares) in E-voting	Number of Members/ Proxies voted in Postal Ballot	Number of votes cast (shares) in Postal ballot	Total number of votes cast through E-voting and Postal Ballot	% of total number of valid votes cast
47 ✓	15,12,517 ✓	49 ✓	70,25,575 ✓	85,38,092 ✓	99.99% ✓



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ii) Voted against the Resolution:

Number of Members voted in E-voting	Number of votes cast (shares) in E-voting	Number of Members/ Proxies voted in Postal Ballot	Number of votes cast (shares) in Postal ballot	Total number of votes cast through E-voting and Postal Ballot	% of total number of valid votes cast
1	250	5	407	657	0.01%

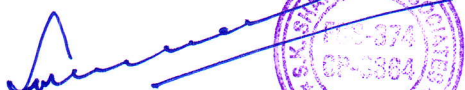
iii) Invalid votes:

Number of Members voted in E-voting	Number of votes cast (shares) in E-voting	Number of Members/ Proxies voted in Postal Ballot	Number of votes cast (shares) in Postal ballot	Total number of votes cast through E-voting and Postal Ballot
-	-	1	37	0.00%

7. The Resolutions have been passed by the requisite majority since more than three-fourth of the votes are being casted in favour of the Resolutions.
8. The Postal Ballot forms and all other papers/ registers and records being handed over for safe custody to Shri Avtar Singh, Director (Operations and Business Development), authorized by the Board to supervise the postal ballot process.
9. You may accordingly, declare result of the voting by postal ballot.

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: 30th March, 2016