

**S.K. SHARMA & ASSOCIATES**  
**COMPANY SECRETARIES**

**FORM NO. MGT-13: REPORT OF SCRUTINIZER**

[Pursuant to Section 109 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, First Floor, Sector - 26, Chandigarh.

Sub: **Scrutinizer Report on the Physical Voting done at the 38<sup>th</sup> Annual General Meeting of the Equity Shareholders held on 23<sup>rd</sup> September, 2014 at PHD House, Sector 31, Chandigarh at 4:00 p.m.**

Dear Sir,

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

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were not correctly filled in have been treated as invalid and kept separately.
4. The result of the Poll is as under:

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	130	7059895	57.57%
Less: Invalid Votes	0	0	0
Net Valid Votes cast	130	7059895	57.57%

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



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(i) Voted in favour of the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
130	7059895	100%

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	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	130	7059895	57.57%
Less: Invalid Votes	1	1	0%
Net Valid Votes cast	129	7059894	57.57%

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
128	7059893	100%

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1





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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	130	7059895	57.57%
Less: Invalid Votes	0	0	0
Net Valid Votes cast	130	7059895	57.57%

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

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
127	7059885	100%

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

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
3	10	0%

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

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	130	7059895	57.57%
Less: Invalid Votes	0	0	0
Net Valid Votes cast	130	7059895	57.57%

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

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
130	7059895	100%



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(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	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	130	7059895	57.57%
Less: Invalid Votes	0	0	0
Net Valid Votes cast	130	7059895	57.57%

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
130	7059895	100%

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



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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	130	7059895	57.57%
Less: Invalid Votes	0	0	0
Net Valid Votes cast	130	7059895	57.57%

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

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
130	7059895	100%

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

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	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	130	7059895	57.57%
Less: Invalid Votes	0	0	0
Net Valid Votes cast	130	7059895	57.57%

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

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
130	7059895	100%

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

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil





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(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	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	130	7059895	57.57%
Less: Invalid Votes	0	0	0
Net Valid Votes cast	130	7059895	57.57%

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

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
129	7059845	100%

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

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	50	0%

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	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	130	7059895	57.57%
Less: Invalid Votes	1	1	0%
Net Valid Votes cast	129	7059894	57.57%



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(i) Voted in favour of the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
129	7059894	100%

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1

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	130	7059895	57.57%
Less: Invalid Votes	1	1	0%
Net Valid Votes cast	129	7059894	57.57%

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
129	7059894	100%

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1





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**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	130	7059895	57.57%
Less: Invalid Votes	1	1	0%
Net Valid Votes cast	129	7059894	57.57%

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
128	7059893	100%

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1

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

To approve borrowing limits of the Company.

Particulars	Number of Members Voted	Number of Shares	% of total paid up Equity Capital
Total votes polled	130	7059895	57.57%
Less: Invalid Votes	0	0	0
Net Valid Votes cast	130	7059895	57.57%

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
127	7059885	100%

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
3	10	0%

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(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	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	130	7059895	57.57%
Less: Invalid Votes	0	0	0
Net Valid Votes cast	130	7059895	57.57%

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

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
126	7059835	100%

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

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
4	60	0%

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	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	130	7059895	57.57%
Less: Invalid Votes	1	7200	0.06%
Net Valid Votes cast	129	7052695	57.51%



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(i) Voted in favour of the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
128	7052645	100%

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	50	0%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	7200

5. A poll register containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Date : 24<sup>th</sup> September, 2014

Place: Chandigarh

For S.K. SHARMA & ASSOCIATES

  
(S.K. SHARMA)

Practicing Company Secretary

FCS No: 374, C.P No. 3864