

SCRUTINIZER'S REPORT - COMBINED

[Pursuant to provisions of section 108 of the Companies Act, 2013 and rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

To,

Mr. Punit Makharia
Chairman & Managing Director

26th Annual General Meeting of the Equity Shareholders of **Shree Pushkar Chemicals & Fertilisers Limited** held on **Monday the 23rd September, 2019**, at **3.00 p.m.** at **Brijwasi Palace Hall, Brijwasi Estate, Sonawala Road, Goregaon (East), Mumbai - 400 063.**

Dear Sir,

I, CS Sanam Umbargikar, Partner of M/s. DSM & Associates, Company Secretaries, having been appointed by the Board of Directors of the **Shree Pushkar Chemicals & Fertilisers Limited** (the Company) as a Scrutinizer for the purpose of scrutinizing the e-voting process, poll process carried out at 26th Annual General Meeting pursuant to provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015 and on scrutiny of the same, I submit my Combined Report on the results of the e-voting together with the voting by physical ballot forms at the 26th Annual General Meeting.

Report on Scrutiny

- The Company had appointed National Securities Depository Limited ("NSDL") as the Service provider, for the purpose of extending the facility of Remote E-Voting to the members of the Company. Bigshare Services Private Limited is Registrar and Share Transfer Agents ("RTA") of the Company
- Company has informed that, on the basis of the Register of Members and List of Beneficiary Owners made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of Notice of AGM along with Annual Report of 2018-19 as under :-



- On 31st August, 2019 by email to 13,294 Members, who had registered their email-ids with the Company/RTA;
- On 31st August, 2019 by Courier to 2,000 Members, whose email ids are not registered with the Company/RTA;
- The Voting rights were reckoned as on Monday, 16th September, 2019, being the cut-off date for the purpose of deciding the entitlements of members at the Remote E-Voting and voting at the AGM.
- Remote E-Voting process was open from 9.00 a.m. on Friday, 20th September, 2019 till 5.00 p.m. on Sunday, 22nd September, 2019 and members were required to cast their votes electronically conveying their assent or dissent in respect of Resolutions, on the Remote E-Voting platform provided by NSDL.
- As prescribed in clause (v) of sub rule 4 of the Rule 20 of Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published more than 21 days before the date of AGM in English in "Business Standard" newspaper dated 1st September, 2019 and in Marathi in "Mumbai Mitra" newspaper dated 1st September, 2019.
- At the end of the voting period on 22nd September, 2019 at 5.00 p.m., the voting portal of Service Provider was blocked forthwith.
- At the venue of the 26th AGM of the Company, held on Monday, 23rd September, 2019, the facility to cast vote physically was provided to those members who were present in the meeting but could not earlier participate in the Remote E-Voting to record their votes.
- On completion of voting at the AGM, NSDL provided us with the list of members who had cast their votes, their holding details and details of votes cast on the resolutions.
- The votes were reconciled with the records maintained by the Company and RTA with respect to authorization / proxies lodged with the Company.
- I unblocked the Remote E-Voting result on the NSDL E-voting platform in the presence of Ms. Saylee Kanse and Ms. Siddhi Dhuwali, who acted as the witnesses, as prescribed in Sub Rule 4 (xii) of the said Rule 20 and downloaded the remote E-Voting results.



Combined Results of E-Voting and Ballot at the AGM are as under:

(a) Resolution No.1:- Ordinary Resolution -

Adoption of the audited financial statements of the Company for the financial year ended on 31st March, 2019, and the reports of the Auditors' and Directors' thereon:

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	39	18,88,699	8.61%
Less: Invalid Electronic votes	NIL	NIL	0.00%
Net Valid Electronic Votes (A)	39	18,88,699	8.61%
Total Poll Forms received	34	2,00,48,205	91.39%
Less: Invalid/ Rejected Poll Forms	NIL	NIL	0.00%
Net Valid Poll Forms received (B)	34	2,00,48,205	91.39%
Total Votes - (A+B)	73	2,19,36,904	100.00%
Assenting	71	2,19,36,898	99.9999%
Dissenting	2	6	0.0001%

Accordingly, out of 2,19,36,904 votes cast (e-voting and ballot), 2,19,36,898 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9999% of the total votes cast; 6 votes were cast DISSENTING to the Ordinary Resolution constituting 0.0001% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.1 is passed with requisite majority.

(b) Resolution No.2:- Ordinary Resolution -

Appointment of Director in place of Mr. Punit Gopikishan Makharia (DIN: 01430764), who retires by rotation and being eligible, offers himself for re - appointment:



Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	39	18,88,699	8.61%
Less: Invalid Electronic votes	NIL	NIL	0.00%
Net Valid Electronic Votes (A)	39	18,88,699	8.61%
Total Poll Forms received	34	2,00,48,205	91.39%
Less: Invalid Poll Forms	NIL	NIL	0.00%
Net Valid Poll Forms received (B)	34	2,00,48,205	91.39%
Total Votes - (A+B)	73	2,19,36,904	100.00%
Assenting	70	2,19,36,698	99.9990%
Dissenting	3	206	0.0010%

Accordingly, out of 2,19,36,904 votes cast (e-voting and ballot), 2,19,36,698 votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.9990% of the total votes cast; 206 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.0010% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.2 is passed with requisite majority.

(c) Resolution No.3:- Ordinary Resolution -

Appointment of Mr. Gautam Gopikishan Makharia (DIN: 01354843), who retires by rotation and being eligible, offers himself for re appointment:

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	39	18,88,699	8.61%
Less: Invalid Electronic votes	NIL	NIL	0.00%
Net Valid Electronic Votes (A)	39	18,88,699	8.61%
Total Poll Forms received	34	2,00,48,205	91.39%
Less: Invalid/ Rejected Poll Forms	NIL	NIL	0.00%
Net Valid Poll Forms received (B)	34	2,00,48,205	91.39%
Total Votes - (A+B)	73	2,19,36,904	100.00%
Assenting	70	2,19,36,698	99.9990%
Dissenting	3	206	0.0010%



Accordingly, out of 2,19,36,904 votes cast (e-voting and ballot), 2,19,36,698 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9990% of the total votes cast; 206 votes were cast DISSENTING to the Ordinary Resolution constituting 0.0010% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.3 is passed with requisite majority.

(d) Resolution No.4:- Ordinary Resolution -

Declaration of final Dividend of Rs.1.5/- per share (i.e. 15% of the face value of shares), for the year ended 31st March 2019:

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	39	18,88,699	8.61%
Less: Invalid Electronic votes	NIL	NIL	0.00%
Net Valid Electronic Votes (A)	39	18,88,699	8.61%
Total Poll Forms received	34	2,00,48,205	91.39%
Less: Invalid Poll Forms	NIL	NIL	0.00%
Net Valid Poll Forms received (B)	34	2,00,48,205	91.39%
Total Votes - (A+B)	73	2,19,36,904	100.00%
Assenting	72	2,19,36,903	100.00%
Dissenting	1	1	0.00%

Accordingly, out of 2,19,36,904 votes cast (e-voting and ballot), 2,19,36,903 votes were cast ASSENTING to the Ordinary Resolution constituting 100.00% of the total votes cast; 1 vote were cast DISSENTING to the Ordinary Resolution constituting 0.00% of the total votes cast.

Thus, the ordinary Resolution as contained in Item No.4 is passed with requisite majority.

(e) Resolution No.5:- Special Resolution -

Continuation of Appointment of Mr. Ramakant Nayak, Independent Director, till the term of his appointment ends, pursuant to Reg.17 of SEBI (LODR) 2015:



Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	39	18,88,699	8.61%
Less: Invalid Electronic votes	NIL	NIL	0.00%
Net Valid Electronic Votes (A)	39	18,88,699	8.61%
Total Poll Forms received	34	2,00,48,205	91.39%
Less: Invalid/ Rejected Poll Forms	NIL	NIL	0.00%
Net Valid Poll Forms received (B)	34	2,00,48,205	91.39%
Total Votes - (A+B)	73	2,19,36,904	100.00%
Assenting	71	2,19,36,703	99.9990%
Dissenting	2	201	0.0010%

Accordingly, out of 2,19,36,904 votes cast (e-voting and ballot), 2,19,36,703 votes were cast ASSENTING to the Special Resolution constituting 99.9990% of the total votes cast; 201 votes were cast DISSENTING to the Ordinary Resolution constituting 0.0010% of the total votes cast.

Thus, the Special Resolution as contained in Item No.5 is passed with requisite majority.

(f) Resolution No.6: - Special Resolution -

To appoint Satpal Kumar Arora, (DIN: 00061420) as a Non-executive Independent Director:

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	39	18,88,699	8.61%
Less: Invalid Electronic votes	NIL	NIL	0.00%
Net Valid Electronic Votes (A)	39	18,88,699	8.61%
Total Poll Forms received	34	2,00,48,205	91.39%
Less: Invalid Poll Forms	NIL	NIL	0.00%
Net Valid Poll Forms received (B)	34	2,00,48,205	91.39%
Total Votes - (A+B)	73	2,19,36,904	100.00%
Assenting	72	2,19,36,903	100.00%
Dissenting	1	1	0.00%



Accordingly, out of 2,19,36,901 votes cast (e-voting and ballot), 2,19,36,903 votes were cast ASSENTING to the Special Resolution constituting 100.00% of the total votes cast; 1 vote were cast DISSENTING to the Ordinary Resolution constituting 0.00% of the total votes cast.

Thus, the Special Resolution as contained in Item No.6 is passed with requisite majority.

(g) Resolution No.7 - Ordinary Resolution -

To Ratify Remuneration of Mr. Dilip Bathija & co., the Cost Auditor:

Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	39	18,88,699	8.61%
Less: Invalid Electronic votes	NIL	NIL	0.00%
Net Valid Electronic Votes (A)	39	18,88,699	8.61%
Total Poll Forms received	34	2,00,48,205	91.39%
Less: Invalid Poll Forms	NIL	NIL	0.00%
Net Valid Poll Forms received (B)	34	2,00,48,205	91.39%
Total Votes - (A+B)	73	2,19,36,904	100.00%
Assenting	69	2,19,36,498	99.9981%
Dissenting	4	406	0.0019%

Accordingly, out of 2,19,36,904 votes cast (e-voting and ballot), 2,19,36,498 votes were cast ASSENTING to the Special Resolution constituting 99.9981% of the total votes cast; 406 votes were cast DISSENTING to the Ordinary Resolution constituting 0.0019% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.7 is passed with requisite majority.

(h) Resolution No.8 - Ordinary Resolution -

To Ratify the disclosure regarding the intensions of promoters, directors and key management personnel to subscribe to the offer in compliance with regulation 163(1)(c) of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018:



Particulars	Voting Details		
	No. of Votes	No. of Shares	% of Total valid votes cast
Total Electronic votes received	39	18,88,699	8.61%
Less: Invalid Electronic votes	NIL	NIL	0.00%
Net Valid Electronic Votes (A)	39	18,88,699	8.61%
Total Poll Forms received	34	2,00,48,205	91.39%
Less: Invalid Poll Forms	NIL	NIL	0.00%
Net Valid Poll Forms received (B)	34	2,00,48,205	91.39%
Total Votes - (A+B)	73	2,19,36,904	100.00%
Assenting	71	2,19,36,898	99.9999%
Dissenting	2	6	0.0001%

Accordingly, out of 2,19,36,904 votes cast (e-voting and ballot), 2,19,36,898 votes were cast ASSENTING to the Ordinary Resolution constituting 99.9999% of the total votes cast; 6 votes were cast DISSENTING to the Ordinary Resolution constituting 0.0001% of the total votes cast.

Thus, the Ordinary Resolution as contained in Item No.8 is passed with requisite majority.

Yours Faithfully,

For DSM & Associates
Company Secretaries

CS Sanam Umbargikar
Partner

M. No.26141

CoP No.9394



Date: 25th September, 2019.

Place: Mumbai.