



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
FLAT # 1B, 1ST FLOOR
KOLKATA - 700055
Phone : +91 33 32916865
Mobile : 09831036425, 09830236425
E-mail : daga.ashok@gmail.com

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

Name of the Company	KOTHARI PHYTOCHEMICALS & INDUSTRIES LIMITED
Meeting	122 nd Annual General Meeting
Date & Time	Thursday, 20 th September, 2018 at 11.00 a.m
Venue	Indian Chamber of Commerce, Auditorium, 4, India Exchange Place, 10th Floor, Kolkata – 700 001

To

The Chairman, 122nd Annual General Meeting
KOTHARI PHYTOCHEMICALS & INDUSTRIES LIMITED
C – 4, Gillander House, 8, Netaji Subhas Road,
Kolkata – 700 001

1. Appointment as Scrutinizer

I was appointed as Scrutinizer for the remote e-voting as well as the voting to be conducted at the 122nd Annual General Meeting (AGM) of the Kothari Phytochemicals & Industries Limited (herein after referred to as the Company) held on Thursday, 20th September, 2018 at 11.00 a.m at Indian Chamber of Commerce, Auditorium, 4, India Exchange Place, 10th Floor, Kolkata – 700 001

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2. Dispatch of Notice Convening the meeting

The Company has informed that, on the Basis of the Register of Members and the list of Beneficiary owners made available by the depositories viz, NATIONAL SECURITIES DEPOSITORIES LIMITED (NSDL), the Company completed dispatch of the Notice of the AGM;

- By Registered Post to 2628 members

3. Cut-off Date

The Voting rights were reckoned as on 13th September, 2018 being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.

4. Remote E-Voting:

4.1 Agency:

The Company had appointed NSDL as the agency for providing the remote e-voting platform.

4.2 Remote e-voting:

Remote e-voting platform was open from 9.00 am on Monday, 17th September 2018, to 5.00 pm on Wednesday, 19th September 2018, and members were required to cast their vote electronically conveying their assent or dissent in respect of the Ordinary Resolution, on the e-voting platform provided by NSDL.


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5. Voting at the AGM:

5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that the members who have cast their votes through remote e-voting do not vote again at the general meeting, the scrutinizer shall have access after closure of period of remote e-voting and before the start of the general meeting , to only such details relating to members who have cast their vote through remote e-voting , such as their names , folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, NSDL, the e-voting agency provided us with the names, DP Id / folio numbers and the shareholding of the members who had cast their votes through remote e-voting.

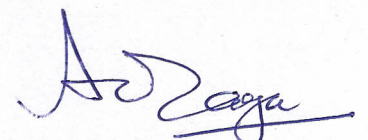
5.3 At the AGM, the Company has also provided the facility for voting by Ballot Paper to the members attending the Meeting who have not casted their vote by Remote E-voting. The Chairman of the AGM has also appointed me as a Scrutinizer for the same.

6. Counting Process

6.1 On Completion of voting at the meeting, NSDL provided us with the List of Members who had cast their votes, with their holding details and details of the Vote on each of the Resolutions.

6.2 The votes were reconciled with the Records maintained by the Company and RTA with respect to the authorizations/ proxies lodged with the company.

6.3 After conclusion of the AGM, I unblocked the e-voting results on the NSDL E- voting platform before Ms. Dipika Gupta and Ms. Rittika Gupta and also the Ballot box was unlocked before Ms. Dipika Gupta and Ms. Rittika Gupta and downloaded the Remote E-voting results and also collected physical ballot voting held at AGM.



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7. Results

7.1 I observed that

- a) 24 members had casted their votes through the Ballot- voting facility provided at the meeting.
- b) 1 member had cast his votes through remote e- voting.

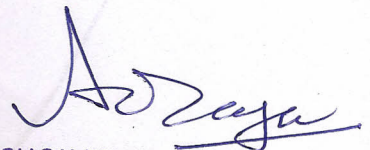
7.2 The Consolidated Results with respect to each item on the agenda set out in the notice of 122nd AGM dated 30th May, 2018 is enclosed.

7.3 Based on aforesaid results, Ordinary Resolutions contained in Item No. 1 to 4 of the Notice dated 30th May, 2018 has been passed with requisite majority.

7.4 Soft copy of the members who have voted through remote e-voting containing details of voting on each resolution will be emailed to company after the announcement of Results.

Dated: 20th, September, 2018

Place: Kolkata



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Item No.1:-

To consider and adopt the Audited Standalone & Consolidated Financial Statements, the Report of the Board of Directors' and Auditor's for the year ended 31st March, 2018.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOT AL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	1	24	25	2	3809060	3809062	100%	98.09%
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	1	24	25	2	3809060	3809062	100%	98.09%

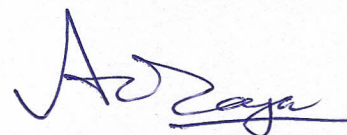
Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 30th May, 2018 has been passed with requisites majority.

Item No.2

To declare dividend on Ordinary Shares of the Company for the year ended 31st March, 2018.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOT E E- VOTING		TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	1	24	25	2	3809060	3809062	100%	98.09%
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	1	24	25	2	3809060	3809062	100%	98.09%

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 30th May, 2018 has been passed with requisites majority.



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Item No.3

To appoint Sri Anand Vardhan Kothari (DIN 02572346) as Director, who retires by rotation and offers himself for re – appointment.

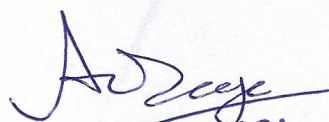
	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	1	24	25	2	3809060	3809062	100%	98.09%
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	1	24	25	2	3809060	3809062	100%	98.09%

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 30th May, 2018 has been passed with requisites majority.

Item No.4**Appointment of Additional Director of the Company**

To appoint Mrs. Vedika Kothari (DIN: 07189991) as an Additional Director of the Company.

RESOLVED THAT Vedika Kothari (DIN 07189991) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 7th November, 2017 in terms of Section 161 (1) of the Companies Act, 2013 and whose term of Office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the Office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."


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	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE EVOTING	BALLOT VOTING AT AGM	TOTAL	REMOTE E-VOTING	BALLOT VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	1	24	25	2	3809060	3809062	100%	98.09%
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	1	24	25	2	3809060	3809062	100%	98.09%

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 4 of the Notice dated 30th May, 2018 has been passed with requisites majority.


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