



**Ashok Kumar Daga**

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

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### 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	<b>KOTHARI PHYTOCHEMICALS &amp; INDUSTRIES LIMITED</b>
Meeting	123 <sup>rd</sup> Annual General Meeting
Date & Time	Friday, 27 <sup>th</sup> September, 2019 at 11.00 a.m
Venue	<b>Indian Chamber of Commerce, Auditorium, 4, India Exchange Place, 10<sup>th</sup> Floor, Kolkata – 700 001</b>

To  
The Chairman, 123<sup>rd</sup> 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 123<sup>rd</sup> Annual General Meeting (AGM) of the Kothari Phytochemicals & Industries Limited (herein after referred to as the Company) held on Friday, 27<sup>th</sup> September, 2019 at 11.00 a.m. at Indian Chamber of Commerce, Auditorium, 4, India Exchange Place, 10<sup>th</sup> 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 1370 members

## **3. Cut-off Date**

The Voting rights were reckoned as on 20th 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 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 Tuesday, 24<sup>th</sup> September 2019, to 5.00 pm on Thursday, 26<sup>th</sup> September 2019, 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.

## **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.

  
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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. Deepika Gupta and Ms. Rittika Gupta and also the Ballot box was unlocked before Ms. Deepika Gupta and Ms. Rittika Gupta and downloaded the Remote E-voting results and also collected physical ballot voting held at AGM.

## 7. **Results**

7.1 I observed that

- a) 4 members had casted their votes through the Ballot- voting facility provided at the meeting.
- b) 22 members had cast their votes through remote e- voting.

7.2 The Consolidated Results with respect to each item on the agenda set out in the notice of 123<sup>rd</sup> AGM dated 9<sup>th</sup> August, 2019 is enclosed.

  
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7.3 Based on aforesaid results, Ordinary Resolutions contained in Item No. 1 to 3 of the Notice dated 9<sup>th</sup> August, 2019 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: 27<sup>th</sup>, September, 2019**

**Place: Kolkata**



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**Item No.1:-**

To consider and adopt (a) the Audited Financial Statement of the Company for the Financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statement of the Company for the Financial year ended March 31, 2019 and the Report of Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s).

	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	22	4	26	3860789	6	3860795	100	99.42
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	22	4	26	3860789	6	3860795	100	99.42

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 9<sup>th</sup> August, 2019 has been passed with requisites majority.

**Item No.2**

To declare a dividend on Equity Shares for the Financial year ended March 31, 2019.

	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	22	4	26	3860789	6	3860795	100	99.42
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	22	4	26	3860789	6	3860795	100	99.42

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 9<sup>th</sup> August, 2019 has been passed with requisites majority.

  
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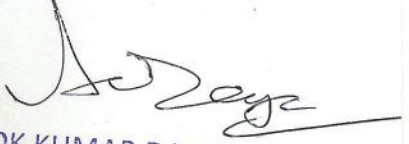


### **Item No.3**

To appoint Vedika Kothari (DIN 07189991) as Director, who retires by rotation and offers herself 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	22	4	26	3860789	6	3860795	100	99.42
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	22	4	26	3860789	6	3860795	100	99.42

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 9<sup>th</sup> August, 2019 has been passed with requisites majority.

  
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