



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]

To
The Chairman,
126th Annual General Meeting of the Equity Shareholders
Of Kothari Phytochemicals & Industries Limited held on
Tuesday, 27th Day of September, 2022 at 10.00 a.m. (IST)


Dear Sir,

Subject: Consolidated Scrutinizer's Report on voting by Remote E-voting and E-voting facility provided to the shareholders during the 126th Annual General Meeting (AGM) of the Equity Shareholders Of Kothari Phytochemicals & Industries Limited held on Tuesday, 27th Day of September, 2022 at 10.00 a.m.(IST) through Video Conferencing/other Audio Visual Means in respect of the resolutions (businesses) contained in the Notice dated 29th August, 2022.

I, Ashok Kumar Daga, Practising Company Secretary having office at 1 Crooked Lane, 2nd Floor, Room No. 212, Kolkata-700069 have been appointed by the Board of Directors of the Company as Scrutinizer for the purpose of the voting through remote e-voting and e-voting provided to shareholders during the AGM conducted through Video Conferencing / other Audio Visual Means (VC/OAVM) on the below mentioned resolution (s) proposed to be passed at the 126th Annual General Meeting of the Equity Shareholders of Kothari Phytochemicals & Industries Limited held on Tuesday, 27th Day of September, 2022 at 10.00 a.m. I submit my report as under:

1. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronic means (e-voting) was provided by Central Depository Services (India) Limited (CDSL).
2. The shareholders holding shares as on the cut-off date i.e. 20th September, 2022 were entitled to vote on the proposed resolutions (Item No. 1 to 6 as set out in the Notice of 126th Annual General Meeting of the Company).
3. The remote e-voting period commenced on 23rd September 2022 from 9.00 AM (IST) and concluded on 26th September 2022 at 5.00 PM (IST).

ASHOK KUMAR DAGA
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FCS-2699 & CP-2948

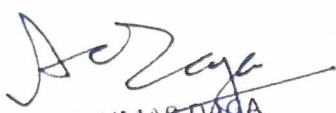
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4. The votes were unblocked at Kolkata on 27th September 2022 at 10.45 A.M. (IST)
 5. After the time fixed for e-voting facility provided to the shareholders during the AGM, E-voting system for voting was stopped.
 6. Members have either voted electronically through remote e-voting or through e-voting at AGM. There is no instance of duplication of voting.
 7. My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and to make Scrutinizer's Report of the votes cast in favour or against the resolutions contained in the notice of AGM. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made there under relating to voting on the resolutions contained in the notice of the AGM.
 8. The results of the scrutiny of voting by remote e-voting and through e-voting facility provided during AGM in respect of resolutions contained in Notice dated 29th August, 2022 are as under :

Item No.1:-

To receive, consider and adopt (a) the Audited Financial Statement of the Company for the financial year ended March 31, 2022 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, 2022 and the Reports of Auditors thereon and in this regard.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	37	3	40	3861104	3	3861107	100	99.44
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	37	3	40	3861104	3	3861107	100	99.44

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 29th August, 2022 has been passed with requisite majority.


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Item No.2

To declare dividend on equity shares for the financial year ended March 31, 2022.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	37	3	40	3861104	3	3861107	100	99.44
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	37	3	40	3861104	3	3861107	100	99.44

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 29th August, 2022 has been passed with requisite majority.

Item No.3

To appoint 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 E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	36	3	39	3847804	3	3847807	100	99.09
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	36	3	39	3847804	3	3847807	100	99.09

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 29th August, 2022 has been passed with requisite majority.

Item No.4

APPOINTMENT OF STATUTORY AUDITORS

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, Singhi & Company, Chartered Accountants, (Firm Registration No. 302049E) be and are hereby appointed as the Statutory Auditors of the Company in place of K. Ray & Company, Chartered Accountants, (Firm Registration No. 312142E) the retiring Statutory Auditors


ASHOK KUMAR DAGA
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and to hold office for a period of 5 years from the conclusion of 126th Annual General Meeting till the conclusion of 131st Annual General Meeting of the Company, on a remuneration as maybe mutually agreed between the Board of Directors and the Auditors plus applicable taxes and reimbursement of out of pocket expenses."

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	37	3	40	3861104	3	3861107	100	99.44
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	37	3	40	3861104	3	3861107	100	99.44

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 4 of the Notice dated 29th August, 2022 has been passed with requisite majority.

Item No.5

REAPPOINTMENT OF MR. A. K. TOSHNIWAL (DIN : 06872891) AS MANAGING DIRECTOR.

To consider and if thought fit to pass with or without modification(s), the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule – V of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and the Rules made there under (including the statutory modifications or re – enactment thereof for the time being in force) the Company hereby approves and accords its consent to the appointment of A. K. Toshniwal (DIN : 06872891) as Managing Director designated as Executive Director and Chief Executive Officer of the Company for a period of 1 year with effect from 1st April, 2022 to 31st March, 2023 on such terms and conditions and payment of remuneration and other perquisites / benefits as are set out in the Explanatory Statement annexed to this Notice with an authority to the Board of Directors of the Company to vary and alter such terms and conditions including remuneration in accordance with Schedule – V of the Companies Act, 2013 or any amendment or re – enactment thereof and / or any Rules / Regulations framed there under.

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year A. K. Toshniwal, Managing Director designated as Executive Director and Chief Executive Officer of the Company will be paid salary and perquisites as minimum remuneration not exceeding the limits specified under Section – II of Part – II


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of Schedule – V of the Companies Act, 2013 by making such compliance as provided in the said Schedule.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and exercise all such powers as may be required for giving effect to the aforesaid resolutions.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	37	3	40	3861104	3	3861107	100	99.44
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	37	3	40	3861104	3	3861107	100	99.44

Based on aforesaid Results, Special Resolution Contained in Item no. 5 of the Notice dated 29th August, 2022 has been passed with requisite majority.

Item No.6

PAYMENT OF COMMISSION TO NON – EXECUTIVE DIRECTORS

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution

“RESOLVED THAT the commission payable under Article 93(a) of the Articles of Association of the Company to the Directors other than the Ex – officio Director/Whole time Director or a Nominee Director nominated by Financial Institutions, if any, be continued to be so payable for a period of 5 years with effect from 1st April, 2022 @ 1% (One per cent) of the net profits of the Company, subject to ceiling of `3,00,000/- (Rupees three lakh only) exclusive of taxes, if any, as computed according to the provisions of Section 197 & 198 of the Companies Act, 2013 and be paid to the Directors in such proportion between them as may be decided by the Directors entitled to the same for such financial year from time to time within the limit aforesaid up till 31st March, 2027.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	33	3	36	3820143	3	3820146	98.94	98.37
DISSENT	1	0	1	2	0	2	0	0
INVALID*	4	0	4	40961	0	40961	1.06	1.05
TOTAL	38	3	41	3861106	3	3861109	100	99.42


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**Pursuant to SEBI Notification No. SEBI/LAD-RO/GN/2018/10 dated 9th May, 2018, effective from 1st April, 2019, pursuant to regulation 23(c), no related party shall vote to approve any resolution in which the particular Directors and the relatives are considered as interested. In view of the above, the votes casted by Mr. Arun Kumar Kothari, M/s PARAMSUKHDAS SUGANCHAND HUF, Mr. ANAND VARDHAN KOTHARI & Mrs. PRABHAWATI DEVI KOTHARI in the aforesaid resolution shall not be taken as valid since they are Interested Parties as stated in the Notice of Annual General Meeting. Hence, vote casted in respect of 40961 shares is treated as Invalid for the purpose of passing of the Special Resolution.*

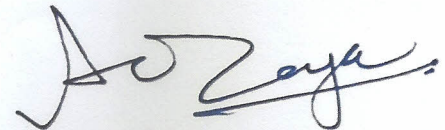
Based on aforesaid Results, Special Resolution Contained in Item no. 6 of the Notice dated 29th August, 2022 has been passed with requisite majority.

Thanking you,
Yours faithfully,

PLACE- KOLKATA

DATE- 28.09.2022

UDIN: F002699D001064100



**ASHOK KUMAR DAGA
(PRACTISING COMPANY SECRETARY)
MEMBERSHIP NO. 2699
COP NO. 2948**

**ASHOK KUMAR DAGA
Practicing Company Secretary
FCS-2699 & CP-2948**