



**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]

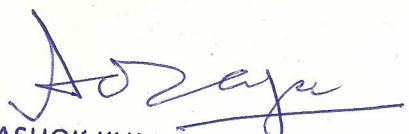
To  
The Chairman,  
Extra-Ordinary General Meeting  
Of Kothari Phytochemicals & Industries Limited held on Monday, 11<sup>th</sup> Day of March, 2024  
at 11.00 a.m. (IST)

Dear Sir,

**Subject: Consolidated Scrutinizer's Report on voting by Remote E-voting and E-voting facility provided to the shareholders during the Extra-Ordinary General Meeting (EGM) of the Equity Shareholders Of Kothari Phytochemicals & Industries Limited held on Monday, 11<sup>th</sup> Day of March, 2024 at 11.00 a.m.(IST) through Video Conferencing/other Audio Visual Means in respect of the resolutions (businesses) contained in the Notice dated 10<sup>th</sup> February, 2024**

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 EGM conducted through Video Conferencing / other Audio Visual Means (VC/OAVM) on the below mentioned resolution (s) proposed to be passed at the Extra-Ordinary General Meeting of the Equity Shareholders of Kothari Phytochemicals & Industries Limited held on Monday, 11<sup>th</sup> Day of March, 2024 at 11.00 a.m. I submit my report as under:

1. The e-voting facility both for e-voting prior to the EGM (remote e-voting) and voting at the EGM 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. 4<sup>th</sup> March, 2024 were entitled to vote on the proposed resolution (Item No. 1 as set out in the Notice of Extra-Ordinary General Meeting of the Company).

  
ASHOK KUMAR DAGA  
Practising Company Secretary  
FCS-2699 & CP-2948

3. The remote e-voting period commenced on 8<sup>th</sup> March 2024 from 9.00 AM (IST) and concluded on 10<sup>th</sup> March 2024 at 5.00 PM (IST).
4. The votes were unblocked at Kolkata on 11<sup>th</sup> March 2024 at 12.49 p.m. (IST).
5. After the time fixed for e-voting facility provided to the shareholders during the EGM, E-voting system for voting was stopped.
6. Members have either voted electronically through remote e-voting or through e-voting at EGM. 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 EGM. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolutions contained in the notice of the EGM.
8. The results of the scrutiny of voting by remote e-voting and through e-voting facility provided during EGM in respect of resolution contained in Notice dated 10<sup>th</sup> February, 2024 are as under.

**Item No.1**

**APPROVAL OF LOANS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013**

**To consider and if deemed fit, to pass with or without modification(s), the following resolutions as Special Resolution:**

**“RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time, and other applicable provisions, if any, and any amendments/ enactments/ re-enactments thereof as are applicable, consent of the Members be and is hereby accorded to the Board of the Directors of the Company ( hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to grant inter corporate deposit/loan or give any guarantee or provide any security in connection with loan taken by any entities/ persons covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section (b) of Section 2 of the section 185 of the Act (“Entities”), upto an aggregate sum of Rs. 25 Crore (Rupees Twenty-Five Crores Only) from time to time in one or more tranches in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities”.

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Office : 1, Crooked Lane, 2nd Floor, Room # 212, Kolkata - 700 069, W.B., India

  
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**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”



	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT EGM	TOTAL	REMOTE E-VOTING	E-VOTING AT EGM	TOTAL	% OF TOTAL VALID VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	40	1	41	3861091	1	3861092	100	99.43
DISSENT	0	2	2	0	2	2	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	40	3	43	3861091	3	3861094	100	99.43

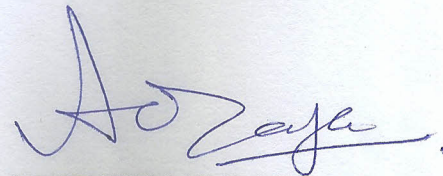
Based on aforesaid Results, Special Resolution Contained in Item no. 1 of the Notice dated 10<sup>th</sup> February, 2024 has been passed with requisite majority.

Thanking you,  
Yours faithfully,

PLACE- KOLKATA

DATE-11.03.2024

UDIN NO.: F002699E003566963



ASHOK KUMAR DAGA  
(PRACTISING COMPANY SECRETARY)

MEMBERSHIP NO. 2699

COP NO. 2948

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