



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]

To
The Chairman,
128th Annual General Meeting of the Equity Shareholders
Of Kothari Phytochemicals & Industries Limited held on
Monday, 30th Day of September, 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 128th Annual General Meeting (AGM) of the Equity Shareholders Of Kothari Phytochemicals & Industries Limited held on Monday, 30th Day of September, 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 6th September, 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 AGM conducted through Video Conferencing / other Audio Visual Means (VC/OAVM) on the below mentioned resolution (s) proposed to be passed at the 128th Annual General Meeting of the Equity Shareholders of Kothari Phytochemicals & Industries Limited held on Monday, 30th Day of September, 2024 at 11:00 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. 23rd September, 2024 were entitled to vote on the proposed resolutions (Item No. 1 to 3 as set out in the Notice of 128th Annual General Meeting of the Company).
3. The remote e-voting period commenced on 26th September 2024 from 9:00 AM (IST) and concluded on 29th September 2024 at 5:00 PM (IST).


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

- 
4. The votes were unblocked at Kolkata on 30th September 2024 at 12:56 P.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 thereunder 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 6th September, 2024 are as under:

Item No.1:-

To receive, consider and adopt (a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2024 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, 2024 and the Reports of Auditors thereon.

	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	48	0	48	3861112	0	3861112	100	99.43
DISSENT	1	0	1	1	0	1	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	49	0	49	3861113	0	3861113	100	99.43

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 6th September, 2024 has been passed with requisite majority.


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

Item No.2

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	47	0	47	3847812	0	3847812	100	99.09
DISSENT	1	0	1	1	0	1	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	48	0	48	3847813	0	3847813	100	99.09

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 6th September, 2024 has been passed with requisite majority.

Item No.3 (Special Business)

RE – APPOINTMENT OF A. K. TOSHNIWAL (DIN: 06872891) AS MANAGING DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER.

To consider and if thought fit to pass with or without modification(s), the following resolution as a 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 thereunder (including the statutory modifications or re – enactment thereof for the time being in force) and the Article of Association of the company and subject to such other approvals as may be necessary, the consent of the shareholders of the Company be and is hereby accorded for the re – appointment of A. K. Toshniwal, (DIN: 06872891), aged over 70 years 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, 2024 to 31st March, 2025 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.


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

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 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	48	0	48	3861112	0	3861112	100	99.43
DISSENT	1	0	1	1	0	1	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	49	0	49	3861113	0	3861113	100	99.43

Based on aforesaid Results, Special Resolution Contained in Item no. 3 of the Notice dated 6th September, 2024 has been passed with requisite majority.

Thanking you,
Yours faithfully,

PLACE- KOLKATA

DATE- 01.10.2024

UDIN: F002699F001394311


ASHOK KUMAR DAGA

(PRACTISING COMPANY SECRETARY)

MEMBERSHIP NO. 2699

COP NO. 2948

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