



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,
129th Annual General Meeting of the Equity Shareholders
Of Kothari Phytochemicals & Industries Limited held on
Thursday, 25th Day of September, 2025 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 129th Annual General Meeting (AGM) of the Equity Shareholders Of Kothari Phytochemicals & Industries Limited held on Thursday, 25th Day of September, 2025 at 11:00 a.m. (IST) through Video Conferencing/other Audio Visual Means in respect of the resolutions (businesses) contained in the Notice dated 28th August, 2025.

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 129th Annual General Meeting of the Equity Shareholders of Kothari Phytochemicals & Industries Limited held on Thursday, 25th Day of September, 2025 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. 18th September, 2025 were entitled to vote on the proposed resolutions (Item No. 1 to 5 as set out in the Notice of 129th Annual General Meeting of the Company).
3. The remote e-voting period commenced on 22nd September 2025 from 9:00 AM (IST) and concluded on 24th September 2025 at 5:00 PM (IST).


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Practising Company Secretary
FCS-2699 & CP-2948

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4. The votes were unblocked at Kolkata on 25th September 2025 at 1:20 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 28th August, 2025 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, 2025 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, 2025 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	50	0	50	3861261	0	3861261	100	99.44
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	50	0	50	3861261	0	3861261	100	99.44

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 28th August, 2025 has been passed with requisite majority.



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Item No.2

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 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	50	0	50	3861261	0	3861261	100	99.44
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	50	0	50	3861261	0	3861261	100	99.44

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 28th August, 2025 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:

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 of the Company for a period of 3 years with effect from 1st April, 2025 to 31st March, 2028 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 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 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.


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RESOLVED FURTHER that the Directors of the Company be and are hereby severally 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	50	0	50	3861261	0	3861261	100	99.44
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	50	0	50	3861261	0	3861261	100	99.44

Based on aforesaid Results, Special Resolution Contained in Item no. 3 of the Notice dated 28th August, 2025 has been passed with requisite majority.

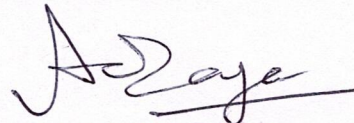
Item No.4 (Special Business)


REGULARIZATION OF ADDITIONAL DIRECTORS OF THE COMPANY:

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

RESOLVED THAT pursuant to the provisions of Sections 152 and 161, and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, Mr. Rajendra Kumar Duggar (DIN: 00403512) who was appointed as Additional Director of the Company by the Board of Directors on 7th of March, 2025 and Mr. Surendra Bagri (DIN: 00659888), who were appointed as Additional Director of the Company by the Board of Directors on 5th of May, 2025, and hold office up to the date of upcoming Annual General Meeting, be and are hereby appointed as Directors of the Company.

RESOLVED FURTHER THAT Directors or the Company Secretary of the Company be and are hereby severally authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution.


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	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	50	0	50	3861261	0	3861261	100	99.44
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	50	0	50	3861261	0	3861261	100	99.44

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 4 of the Notice dated 28th August, 2025 has been passed with requisite majority.

Item No.5 (Special Business)

APPROVAL OF RENTAL AGREEMENT WITH KOTHARI CHARITY TRUST:

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

RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 ("Rules"), as amended from time to time, and other applicable provisions of the Act read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and the Company's Policy on Related Party Transactions, consent of members of the Company be and is hereby accorded to the ratify the payment of Rent by the Company to Kothari Charity Trust being related party, during the financial year 2025-26, amounting to Rs. 2.25 Lacs per month, being rent for premises at 6A Penn Road, Alipore, Kolkata – 700027.

RESOLVED FURTHER THAT the rental agreement entered into between the Company and Kothari Charity Trust, are treated related parties, executed on 1st April, 2025, for payment of monthly rent of Rs. 2,25,000/- with effect from 1st April, 2025 be and is hereby approved.

FURTHER RESOLVED THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.


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	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOT E 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	46	0	46	3820300	0	3820300	98.94	98.36
DISSENT	0	0	0	0	0	0	0	0
INVALID*	4	0	4	40961	0	40961	1.06	1.06
TOTAL	50	0	50	3861261	0	3861261	100	99.44

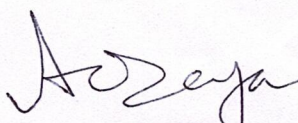
**The vote casted by Mr. Arun Kumar Kothari, Mr. Anand Vardhan Kothari, Mrs. Prabhawati Devi Kothari and Paramsukhdas Suganchand HUF in the aforesaid resolution are not considered as valid since they are Interested as stated in the Notice of Annual General Meeting and as per the provisions of the Companies Act, 2013. In view of the above, vote casted in respect of 40961 shares is treated as Invalid for the purpose of passing of Ordinary Resolution.*

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 5 of the Notice dated 28th August, 2025 has been passed with requisite majority.

Thanking you,
Yours faithfully,

PLACE- KOLKATA
DATE- 25.09.2025

UDIN: F002699G001341564


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

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Practicing Company Secretary
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