



Ashok Kumar Daga

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

AVANI OXFORD, PHASE II
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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,
127th Annual General Meeting of the Equity Shareholders
Of Kothari Phytochemicals & Industries Limited held on
Tuesday, 26th Day of September, 2023 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 127th Annual General Meeting (AGM) of the Equity Shareholders Of Kothari Phytochemicals & Industries Limited held on Tuesday, 26th Day of September, 2023 at 10:00 a.m.(IST) through Video Conferencing/other Audio Visual Means in respect of the resolutions (businesses) contained in the Notice dated 4th September, 2023.

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 127th Annual General Meeting of the Equity Shareholders of Kothari Phytochemicals & Industries Limited held on Tuesday, 26th Day of September, 2023 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. 19th September, 2023 were entitled to vote on the proposed resolutions (Item No. 1 to 6 as set out in the Notice of 127th Annual General Meeting of the Company.



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3. The remote e-voting period commenced on 22nd September 2023 from 9:00 AM (IST) and concluded on 25th September 2023 at 5:00 PM (IST).
4. The votes were unblocked at Kolkata on 26th September 2023 at 11:57 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 4th September, 2023 are as under :

Item No.1:-

To receive, consider and adopt (a) the Audited Financial Statement of the Company for the financial year ended March31, 2023 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, 2023 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	39	0	39	3861098	0	3861098	100	99.43
DISSENT	2	0	2	2	0	2	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	41	0	41	3861100	0	3861100	100	99.43



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Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 4th September, 2023 has been passed with requisite majority.

Item No.2

To declare dividend on equity shares for the financial year ended March 31, 2023.

	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	39	0	39	3861098	0	3861098	100	99.43
DISSENT	2	0	2	2	0	2	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	41	0	41	3861100	0	3861100	100	99.43

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 4th September, 2023 has been passed with requisite majority.

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 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	41	0	41	3861100	0	3861100	100	99.43
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	41	0	41	3861100	0	3861100	100	99.43

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 4th September, 2023 has been passed with requisite majority.



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Item No.4

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, 2023 to 31st March, 2024 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 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.



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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	41	0	41	3861100	0	3861100	100	99.43
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	41	0	41	3861100	0	3861100	100	99.43

Based on aforesaid Results, Special Resolution Contained in Item no. 4 of the Notice dated 4th September, 2023 has been passed with requisite majority.

Item No.5

GRANTING OF INTER – CORPORATE LOAN TO KARUNASINDHU PROPERTIES PRIVATE LIMITED.

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

“**RESOLVED THAT** pursuant to provisions of section 185 and 186 of the Companies Act, 2013 read with section 179 of the Companies Act, 2013 and rules made thereunder (including any modification thereon) and Articles of Association of the Company, the consent of the Shareholders be and is hereby accorded to extend an Inter – Corporate Loan to KARUNASINDHU PROPERTIES PRIVATE LIMITED, an existing group company upto a sum not exceeding ₹3,00,00,000/- (Rupees Three Crore Only) at any point of time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loan 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.”



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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	39	0	39	3861098	0	3861098	100	99.43
DISSENT	2	0	2	2	0	2	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	41	0	41	3861100	0	3861100	100	99.43

Based on aforesaid Results, Special Resolution Contained in Item no. 5 of the Notice dated 4th September, 2023 has been passed with requisite majority.

Item No.6

SELL / DISPOSAL OF "CLARO INDIA" DIVISION OF THE COMPANY

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 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re – enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (herein after referred as the "Board") to sell / transfer / dispose of its Claro India Unit situated at B – 7SIPCOT Industrial Complex Gummidi poondi – 601201, Tamil Nadu together with all specified tangible and intangible assets, including land, plant and machinery and other assets in relation to the Undertaking and liabilities including unregistered brand name, as a going concern / on a slump sale basis on an "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company, to M/s. Amlav Labs Private Limited for a consideration of ₹ 8,40,00,000/- (Rupees Eight Crore Forty Lakhs Only) on such terms and conditions as may be deemed fit by the Board.



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RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, and to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

	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	39	0	39	3861098	0	3861098	100	99.43
DISSENT	2	0	2	2	0	2	0	0
INVALID*	0	0	0	0	0	0	0	0
TOTAL	41	0	41	3861100	0	3861100	100	99.43

Based on aforesaid Results, Special Resolution Contained in Item no. 6 of the Notice dated 4th September, 2023 has been passed with requisite majority.

Thanking you,
Yours faithfully,

ASHOK
KUMAR
DAGA

Digitally signed by
ASHOK KUMAR
DAGA
Date: 2023.09.26
14:38:19 +05'30'

PLACE- KOLKATA

DATE- 26.09.2023

UDIN: F002699E001086408

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