Deepika Jain

Company Secretary in Practice

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended]

To

The Chairman of 34th Annual General Meeting (AGM) of the Equity Shareholders (Members) of **KOTHARI FERMENTATION AND BIOCHEM LIMITED** (the Company) held on Monday the 30" day of September, 2024 at 11.30 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

Dear Sir,

I, Deepika Jain, Company Secretary in Practice (ACS: 23632 and C.P. No.: 25689) had been appointed as Scrutinizer by the Board of Directors of KOTHARI FERMENTATION AND BIOCHEM LIMITED (the Company) for the purpose of scrutinizing the process of voting through remote e-voting and e-voting during the Annual General Meeting under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended ("the Rules"), in respect of the proposed resolutions contained in the Notice of 34th Annual General Meeting. The Annual General Meeting of the Company was convened on Monday the 30th September 2024 at 11:30 AM through VC / OAVM. I hereby submit my report as under:

1. The management of the Company is responsible for ensuring compliances with the requirements of the provisions of Companies Act, 2013 the rules made thereunder relating to voting through remote e-voting and e-voting during the AGM on the business(es) contained in the Notice of the 34th Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the process of voting through remote e-voting and e-voting during the AGM is to ensure that the voting process is conducted in a fair and transparent manner and making a Scrutinizers' Report for the votes cast "In favour" or "Against" on the resolutions contained in the notice stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency authorised and engaged by the Company.

2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management

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and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:

(i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("**remote evoting**") held from Friday, 27th, September, 2024 (09:00 a.m.) to Sunday, 29th September, 2024 (05:00 p.m.); and

(ii) process of e-voting at the AGM through electronic voting system ("**evoting**") held on 30th September 2024.

3. The Members of the Company as on the "cut-off' date, i.e., 24th September 2024 were entitled to vote on the resolutions proposed in the Notice.

4. After the conclusion of the meeting the Company Secretary declared that voting was open to the members present in the meeting for 15 more minutes and requested the shareholders to cast their votes if not done till now through electronic means.

5. As per information given to us the names of the shareholders who had cast their votes in the remote e-voting were blocked on the date of AGM i.e. 30th September 2024 and only those members who were present in the AGM through VC/OAVM and who had not voted through remote e-voting were allowed to cast their votes at the AGM electronically.

6. After closure of e-voting the votes cast by electronic means at the AGM and by remote e-voting prior to the AGM were unblocked and downloaded from NSDL site in the presence of two witnesses who were not members of the company.

7. I have scrutinized and reviewed the remote e-voting and e voting based on the data downloaded from the NSDL e-voting system at http://www.evoting.nsdl.com,

8. The votes were downloaded, scrutinised and counted, reviewed and results prepared. Based on the data, the total votes cast in favour or against, all resolutions as per notice of AGM are as placed in Annexure 1 below:

DEEPIKA JAIN ★ GHAZIABAD ★ PRACTICE

DEEPIKA JAIN
(Appointed as Scrutinizer)
Mem. No. 23632
C. P. NO. 25689
PR No.: 4404/2023
(COMPANY SECRETARY IN PRACTICE
UDIN: A023632F001381331
PLACE : GHAZIABAD
DATED : 30.09.2024

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Deepika Jain

Company Secretary in Practice

ANNEXURE-1.

1. The results of the Remote E- voting together with that of the E-voting during the AGM are as under:

Item No. 1	**To receive consider and adopt the audited financial statements of the Company for the financial year ended on 31stMarch, 2024, and the Reports of Board of Directors and Auditors thereon.**						
Resolution Required:	Ordinary						
Particulars	Remote E-Voting		E-Voting during the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	67	11367933	0	0	67	11367933	99.9909
Dissent	13	1031	0	0	13	1031	.0091
Total Valid Votes Cast	**80**	**11368964**	**0**	**0**	**80**	**11368964**	100.00
Abstain/ Invalid Votes			-	-			

Based on the above results, I report that the Ordinary Resolution in Item No 1 of the Notice of AGM has been passed with requisite majority.

Item No. 2	**To appoint a Director in place of Mrs. Kavita Devi Kothari (DIN: 00120415), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for reappointment.**						
Resolution Required:	Ordinary						
Particulars	Remote E-Voting		E-Voting during the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	67	11367933	0	0	67	11367933	99.9909
Dissent	13	1031	0	0	13	1031	.0091
Total Valid Votes Cast	**80**	**11368964**	**0**	**0**	**80**	**11368964**	100.00
Abstain/ Invalid Votes			-	-			

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Based on the above results, I report that the Ordinary Resolution in Item No 2 of the Notice of AGM has been passed with requisite majority.

Item No. 3	To re-appoint Mr. Piyush Kumar Goel (DIN: 08539042) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution						
Resolution Required:	Special						
Particulars	Remote E-Voting		E-Voting during the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	67	11367933	0	0	67	11367933	99.9909
Dissent	13	1031	0	0	13	1031	.0091
Total Valid Votes Cast	**80**	**11368964**	**0**	**0**	**80**	**11368964**	100.00
Abstain/ Invalid Votes			-	-			

Based on the above results, I report that the Special Resolution in Item No 3 of the Notice of AGM has been passed with requisite majority.

I hereby confirm that I am maintaining the data received from the Service Provider electronically, in respect of the votes cast through e- voting by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorised by you.

Thanking You,
Yours Faithfully,

DEEPIKA JAIN
(Appointed as Scrutinizer)
Mem. No. 23632
C. P. NO. 25689
PR No.: 4404/2023
(COMPANY SECRETARY IN PRACTICE
UDIN: A023632F001381331
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