



## **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 Chairperson of 33<sup>rd</sup> Annual General Meeting (AGM) of the Equity Shareholders (Members) of **KOTHARI FERMENTATION AND BIOCHEM LIMITED** (the Company) held on the 28<sup>th</sup> day of September, 2023 at 11.30 A.M. through Video Conferencing (VC)/Other Audio Visual Means.

Dear Sir,

I, Priyanka Saxena, Company Secretary in practice, appointed as a scrutinizer by the Board of Directors of KOTHARI FERMENTATION AND BIOCHEM LIMITED (the Company) for the purpose of Scrutinizing the e-voting process (remote e-voting) and electronic voting (e-voting) during the AGM under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended (Rules), in respect of the resolutions proposed at the 33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of the company held on 28<sup>th</sup> September 2023 at 11.30 A.M through Video Conferencing submit my report as hereunder:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders on the resolutions proposed in the Notice of the 33<sup>rd</sup> Annual General Meeting is the responsibility of the Management. My responsibility as a scrutinizer is to ensure that the voting processes both remote e-voting and e-voting at the AGM are carried out in a fair and transparent manner and to render a consolidated scrutinizer's report on the votes cast for and against each resolution, to the Chairman.
2. The facilities of remote e-voting prior to the AGM and e-voting were provided by National Securities Depositories Limited (NSDL).
3. The remote e-voting opened on 09.00 A.M on 25<sup>th</sup> September 2023 and remained opened up to 05.00 P.M. on 27<sup>th</sup> September 2023 in accordance with the Notice of the 33<sup>rd</sup> AGM of the Company.



4. After the conclusion of the meeting the Company Secretary declared that voting was open to the members present in the meeting for 30 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 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 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 I below:

The electronic data and all other relevant records relating to the e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM

**For PRIYANKA SAXENA & ASSOCIATES**  
Company Secretaries



*Priyanka Saxena*  
**Priyanka Saxena**  
(Proprietor)  
Mem. No. 8959  
CP. No. 10439  
PR No. : 3307/2023

Place: New Delhi  
Date: 28.09.2023  
UDIN: F008959E001114470

**Item No. 1-** To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31<sup>st</sup> March, 2023, the Reports of Board of Directors and Auditors thereon.

A.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	92	11333138	0	0	92	11333138	99.96
<b>Dissent</b>	5	4103	1	2	6	4105	0.04
<b>Total</b>	97	11337241	1	2	98	11337243	100

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 Mr. Pramod Kumar Kothari (DIN: 00086145), who retires by rotation and, being eligible, offers himself for reappointment.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	92	11333138	0	0	92	11333138	99.96
<b>Dissent</b>	5	4103	1	2	6	4105	0.04
<b>Total</b>	97	11337241	1	2	98	11337243	100

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 appoint Dr. Rajiv Agarwal (DIN: 07079724) as Director and Non-Executive Independent Director of Company.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	92	11333138	0	0	92	11333138	99.96
<b>Dissent</b>	5	4103	1	2	6	4105	0.04
<b>Total</b>	97	11337241	1	2	98	11337243	100

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.

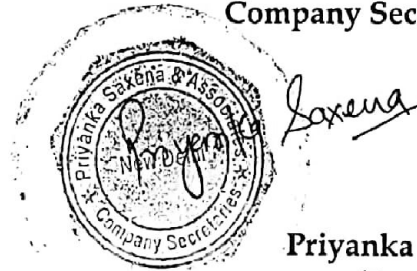


**Item No. 4-** To re-appoint Mr. Hemendra Patsingh Dugar (DIN: 05227746) as an Independent Director.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	92	11333138	0	0	92	11333138	99.96
<b>Dissent</b>	5	4103	1	2	6	4105	0.04
<b>Total</b>	97	11337241	1	2	98	11337243	100

Based on the above results, I report that the Special Resolution in Item No 4 of the Notice of AGM has been passed with requisite majority

For PRIYANKA SAXENA & ASSOCIATES  
Company Secretaries



Priyanka Saxena  
(Proprietor)  
Mem. No. 8959  
CP. No. 10439  
PR No. : 3307/2023

Place: New Delhi  
Date: 28.09.2023  
UDIN: F008959E001114470



### VOTING RESULTS

Date of AGM	28-09-2023
Record date	21-09-2023
Total number of shareholders on record date	11186
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	5
b) Public	70
No of Resolution passed in the meeting	4

### Resolution (1)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2023, the Reports of Board of Directors and Auditors thereon.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		11237200	100.0000	11237200	0	100.0000	0.0000
	Poll	11237200						
	Postal Ballot (if applicable)							
	Total	11237200	11237200	100.0000	11237200	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	100						
	Postal Ballot (if applicable)							
	Total	100	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		100043	2.6588	95938	4105	95.8968	4.1032
	Poll	3762700						
	Postal Ballot (if applicable)							
	Total	3762700	100043	2.6588	95938	4105	95.8968	4.1032
Total	Total	15000000	11337243	75.5816	11333138	4105	99.9638	0.0362
Whether resolution is Pass or Not.							Yes	



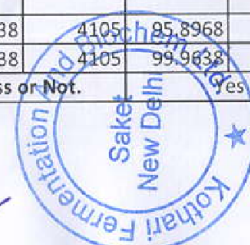
### Resolution (2)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a director in place of Mr. Pramod Kumar Kothari(DIN: 00086145), who retires by rotation and, being eligible, offers himself for reappointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		11237200	100.0000	11237200	0	100.0000	0.0000
	Poll	11237200						
	Postal Ballot (if applicable)							
	Total	11237200	11237200	100.0000	11237200	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	100						
	Postal Ballot (if applicable)							
	Total	100	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		100043	2.6588	95938	4105	95.8968	4.1032
	Poll	3762700						
	Postal Ballot (if applicable)							
	Total	3762700	100043	2.6588	95938	4105	95.8968	4.1032
Total	Total	15000000	11337243	75.5816	11333138	4105	99.9638	0.0362
Whether resolution is Pass or Not.								Yes

### Resolution (3)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Dr. Rajiv Agarwal (DIN: 07079724) as Director and Non Executive Independent Director of Company, and if thought fit, to pass with or without modification(s).				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		11237200	100.0000	11237200	0	100.0000	0.0000
	Poll	11237200						
	Postal Ballot (if applicable)							
	Total	11237200	11237200	100.0000	11237200	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	100						
	Postal Ballot (if applicable)							
	Total	100	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		100043	2.6588	95938	4105	95.8968	4.1032
	Poll	3762700						
	Postal Ballot (if applicable)							
	Total	3762700	100043	2.6588	95938	4105	95.8968	4.1032
Total	Total	15000000	11337243	75.5816	11333138	4105	99.9638	0.0362
Whether resolution is Pass or Not.								Yes

*(Signature)*





Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint Mr. Hemendra Patsingh Dugar (DIN: 05227746) as an Independent Director of the Company, and if thought fit, to pass with or without modification(s).				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	11237200	11237200	100.0000	11237200	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	11237200	11237200	100.0000	11237200	0	100.0000	0.0000
Public- Institutions	E-Voting	100	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	100	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3762700	100043	2.6588	95938	4105	95.8968	4.1032
	Poll							
	Postal Ballot (if applicable)							
	Total	3762700	100043	2.6588	95938	4105	95.8968	4.1032
Total	Total	15000000	11337243	75.5816	11333138	4105	99.9638	0.0362
Whether resolution is Pass or Not.							Yes	

