

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 30th Annual General Meeting (AGM) of the Equity Shareholders (Members) of **KOTHARI FERMENTATION AND BIOCHEM LIMITED** (the Company) held on the 20TH day of November, 2020 at 11.00 A.M. through Video Conferencing (VC)/Other Audio Visual Means.

Dear Sir,

I, Vijay Kumar Sharma, 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 below mentioned resolutions proposed at the 30th Annual General Meeting of the Equity Shareholders of the company held on 20th November 2020 at 11.00 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 30th 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 17th November 2020 and remained opened up to 05.00 P.M. on 19th November in accordance with the Notice of the 30th AGM of the Company.
4. The Company Secretary declared voting open to the members present in the meeting for 15 minutes and requested the shareholders to cast their votes 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. 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

(V.K. Sharma)

FCS: 3440

Place: Greater Noida

Date: 20th November, 2020

UDIN: F003440B001265668

Annexure-I

Item No. 1- To receive, consider and adopt the (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2020.

(i) Votes in favour of the resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
e-voting	41	11851924	
Instapoll	11	28075	
Total	52	11879999	99.999%

(ii) Votes against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
e-voting	3	101	
Instapoll	1	2	
Total	4	103	0.001%

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 Shri Pramod Kumar Kothari, who retires by rotation, and being eligible, offers himself for re-appointment

(i) Votes in favour of the resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
E-voting	40	11851924	
Instapoll	11	28075	
Total	52	11879999	99.999%

(ii) Votes against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
E-voting	3	101	
Instapoll	1	2	
Total	4	103	0.001%

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 alter/amend the object clause of the Memorandum of Association of the Company.

(i) Votes in favour of the resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
E-voting	40	11851924	
Instapoll	11	28075	
Total	52	11879999	99.999%

(ii) Votes against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
E-voting	3	101	
Instapoll	1	2	
Total	4	103	0.001%

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 alter the Liability clause of the Memorandum of Association of the Company.

(i) Votes in favour of the resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
E-voting	40	11851924	
Instapoll	11	28075	
Total	52	11879999	99.999%

(ii) Votes against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
E-voting	3	101	
Instapoll	1	2	
Total	4	103	0.001%

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.

Item No.5- To authorise the Board of Directors to borrow money u/s 180(1)(c).

(i) Votes in favour of the resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
E-voting	40	11851909	
Instapoll	11	28075	
Total	51	11879984	99.999%

(ii) Votes against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
E-voting	4	116	
Instapoll	1	2	
Total	5	118	0.001%

Based on the above results, I report that the Special Resolution in Item No 5 of the Notice of AGM has been passed with requisite majority.

Item No.6- To approve creation of charge /security over the assets/undertaking of the company in respect of the borrowings.

(i) Votes in favour of the resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
E-voting	41	11851924	
Instapoll	11	28075	
Total	52	11879999	99.999%

(ii) Votes against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
E-voting	3	101	
Instapoll	1	2	
Total	4	103	0.001%

Based on the above results, I report that the Special Resolution in Item No 6 of the Notice of AGM has been passed with requisite majority.

Item No.7 – To Appoint Mr. Siddhant Kothari as Director and approve his remuneration

(i) Votes in favour of the resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
E-voting	40	11851909	
Instapoll	11	28075	
Total	51	11879984	99.999%

(ii) Votes against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
E-voting	4	116	
Instapoll	1	2	
Total	5	118	0.001%

Based on the above results, I report that the Ordinary Resolution in Item No 7 of the Notice of AGM has been passed with requisite majority.

(V.K. Sharma)

FCS: 3440

Place: Greater Noida

Date: 20th November, 2020

UDIN: F003440B001265668