# KANORIA CHEMICALS & INDUSTRIES LIMITED

Registered Office : KCI Plaza, 6th Floor 23C, Ashutosh Chowdhury Avenue Kolkata-700 019 Tel :+91-33-4031-3200 CIN :L24110WB1960PLC024910 E-mail :calall@kanoriachem.com Website :w ww.kanoriachem.com

3<sup>rd</sup> September, 2022

KC-13/

KCI

Symbol: KANORICHEM

The Manager Syml Listing Department National Stock Exchange of India Limited, "Exchange Plaza", Plot No. C/1, "G" Block, Bandra-Kurla Complex,Bandra (E), <u>Mumbai - 400 051</u>

Code No. 50 6525

BSE Limited, 1<sup>st</sup> Floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, Fort, <u>Mumbai - 400 001</u>

Dear Sir,

DCS-CRD

### Ref : Voting Results-62<sup>nd</sup> Annual General Meeting

We are attaching herewith the voting results declared today on the resolutions proposed at the 62<sup>nd</sup> Annual General Meeting of the Company held through Video Conference on Thursday, the 1<sup>st</sup> September, 2022. Please note that all the resolutions proposed at the AGM have been passed with the requisite majority.

The Scrutinizer's Report is also attached herewith.

Thanking you,

Yours sincerely, For Kanoria Chemicals & Industries Limited

Arratti

N K Sethia Company Secretary

Encl : as above

Date of the AGM :	1st September, 2022
Total number of shareholders on record date: (being the cut-off date for determining shareholders entitled to e-voting -	13353
25th September,2022)	
No.of Shareholders present in the meeting either in person or	
through proxy:	Not Applicable
Promoter and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	
Conferencing:	
Promoter and Promoter Group:	6
Public:	102

### Agenda-wise disclosure

### ORDINARY BUSINESS

Item No.1

Adoption of the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended 31st March 2022 and the Reports of the Board of Directors and Auditors thereon.

<b>Resolution</b> R	equired (Ordinary	/Special)			Ordinary Resolution					
Whether pro	omoter/promoter	groups are inter	ested in agen	da/resolution?	No					
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	E-Voting		32,506,880	99.9627	32,506,880	-	100.00			
Promoter	Poll	32,519,024			-	-		-		
Group	Postal Ballot		NA	NA	NA	NA	NA	NA		
	Total	32,519,024	32,506,880	99.9627	32,506,880	-	100.00			
Public-	E-Voting		25,191	27.7260	25,191	-	100.00	-		
institutions	Poli	90,857		-	-			-		
	Postal Ballot	] [	NA	NA	NA	NA	NA	NA		
	Total	90,857	25,191	27.7260	25,191	-	100.00			
Public-Non	E-Voting		1,510,176	13.6255	1,509,950	226	99.9850	0.0150		
institutions	Poll	11,083,452	-	-	-		-	-		
	Postal Ballot	] [	NA	NA	NA	NA	NA	NA		
	Total	11,083,452	1,510,176	13.6255	1,509,950	226	99.9850	0.0150		
Total		43,693,333	34,042,247	77.9118	34,042,021	226	99.9993	0.0007		

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### Item No. 2

Declaration of dividend of Re 1/- (@ 20%) per Equity Share of the face value of Rs. 5/- of the Company, for the Financial Year ended 31st March 2022.

<b>Resolution</b> R	equired (Ordinary	/Special)			Ordinary Reso	olution				
Whether pro	moter/promoter	groups are inter	ested in agend	da/resolution?	No.					
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	E-Voting		32,506,880	99.9627	32,506,880	-	100.00	-		
Promoter	Poll	32,519,024	-	- 11	-	-	-	-		
Group	Postal Ballot	1	NA	NA	NA	NA	NA	NA		
	Total	32,519,024	32,506,880	99.9627	32,506,880	-	100.00	-		
Public-	E-Voting		41,372	45.5353	41,372	-	100.00	-		
institutions	Poll	90,857	-	-	-	-	-	-		
	Postal Ballot		NA	NA	NA	NA	NA	NA		
	Total	90,857	41,372	45.5353	41,372	-	100.00	-		
Public-Non	E-Voting		1,510,176	13.6255	1,509,950	226	99.9850	0.0150		
institutions	Poll	11,083,452	-	-	-	-	-	-		
	Postal Ballot	1	NA	NA	NA	NA	NA	NA		
	Total	11,083,452	1,510,176	13.6255	1,509,950	226	99.9850	0.0150		
Total		43,693,333	34,058,428	77.9488	34,058,202	226	99.9993	0.0007		

#### Item No. 3

Appointment of a Director in place of Shri Saumya Vardhan Kanoria (DIN: 02097441), who retires by rotation and, being eligible, offers himself for re-appointment

Resolution R	equired (Ordinary	/Special)			Ordinary Reso	olution		
	moter/promoter		ested in agen	da/resolution?	Yes			
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	E-Voting		31,950,440	98.2515	31,950,440	-	100.00	-
Promoter	Poll	32,519,024	-	-	-	-	-	-
Group	Postal Ballot	] [	NA	NA	NA	NA	NA	NA
	Total	32,519,024	31,950,440	98.2515	31,950,440	-	100.00	-
Public-	E-Voting		41,372	45.5353	-	41,372	-	100.00
institutions	Poll	90,857	-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	90,857	41,372	45.5353	-	41,372	-	100.00
Public-Non	E-Voting		1,510,176	13.6255	1,509,850	326	99.9784	0.0216
institutions	Poll	11,083,452	-	-		-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	11,083,452	1,510,176	13.6255	1,509,850	326	99.9784	0.0216
Total		43,693,333	33,501,988	76.6753	33,460,290	41,698	99.8755	0.1245

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### Item No. 4

Appointment of M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E), as the Statutory Auditors of the Company, to hold office as such for a term of 5 years from the conclusion of the 62nd Annual General Meeting ("AGM") till the conclusion of the 67th AGM and fixing their remuneration.

<b>Resolution R</b>	Required (Ordinary	/Special)			Ordinary Res	olution				
Whether pro	omoter/promoter	groups are inter	ested in agen	da/resolution ?	No					
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	E-Voting		32,506,880	99.9627	32,506,880	-	100.00	-		
Promoter	Poll	32,519,024	-	-	-	-	-			
Group	Postal Ballot		NA	NA	NA	NA	NA	NA		
	Total	32,519,024	32,506,880	99.9627	32,506,880	-	100.00			
Public-	E-Voting		41,372	45.5353	41,372	-	100.00			
institutions	Poll	90,857	-	-	-	-	-	-		
	Postal Ballot		NA	NA	NA	NA	NA	NA		
	Total	90,857	41,372	45.5353	41,372	-	100.00			
Public-Non	E-Voting		1,510,176	13.6255	1,509,950	226	99.9850	0.0150		
institutions	Poll	11,083,452	-	-	-	-				
	Postal Ballot		NA	NA	NA	NA	NA	NA		
	Total	11,083,452	1,510,176	13.6255	1,509,950	226	99.9850	0.0150		
Total		43,693,333	34,058,428	77.9488	34,058,202	226	99.9993	0.0007		

#### SPECIAL BUSINESS

Item No. 5								
Approval o	f Material Relate	ed Party Trans	actions.					
		/c			Outline Day		·····	
	Required (Ordinary	the second s			Ordinary Res	olution		
Whether pro	omoter/promoter	groups are inter	rested in agen	da/resolution ?	Yes			
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	E-Voting		-		-	-	-	_
Promoter	Poll	32,519,024	-	-	-	-	-	
Group	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	32,519,024	-	-	-	-	-	<u>-</u>
Public-	E-Voting		41,372	45.5353	41,372	-	100.00	-
institutions	Poli	90,857	-	-	-	-	-	-
	Postal Ballot	] [	NA	NA	NA	NA	NA	NA
	Total	90,857	41,372	45.5353	41,372	-	100.00	
Public-Non	E-Voting		1,508,676	13.6120	1,508,449	227	99.9850	0.0150
institutions	Poll	11,083,452	-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	11,083,452	1,508,676	13.6120	1,508,449	227	99.9850	0.0150
Total		43,693,333	1,550,048	3.5476	1,549,821	227	99.9854	0.0146

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Item No. 6			1. A.C.					
Ratification	of remuneration	n of the Cost A	uditors for t	he financial yea	ar 2022-23			
Resolution R	equired (Ordinary	/Special)			Ordinary Res	olution		
Whether pro	omoter/promoter	groups are inter	ested in agend	da/resolution ?	No			
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	E-Voting		32,506,880	99.9627	32,506,880	-	100.00	-
Promoter Group	Poll	32,519,024	-		-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	32,519,024	32,506,880	99.9627	32,506,880	-	100.00	-
Public-	E-Voting		41,372	45.5353	41,372	-	100.00	-
institutions	Poll	90,857	-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	90,857	41,372	45.5353	41,372	-	100.00	-
Public-Non	E-Voting		1,510,176	13.6255	1,509,950	226	99.9850	0.0150
institutions	Poll	11,083,452	-	-	•	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	11,083,452	1,510,176	13.6255	1,509,950	226	99.9850	0.0150
Total		43,693,333	34,058,428	77.9488	34,058,202	226	99.9993	0.0007

All the resolutions with respect to the agenda items were passed by requisite majority. The resolutions as approved by the members of the Company, in terms of the Notice dated 26th May, 2022 will form part of the Minutes of the 62nd Annual General Meeting.

For Kanoria Chemicals & Industries Limited

H. K. Khaitan

Place : Kolkata Date: 3rd September, 2022 Director DIN: 00220049

Chartered Accountants E-mail: amithmchoraria@gmail.com Phones (033) 2242-0196 2243-2509 Mobile – 9830858715 Room No. 401,4<sup>th</sup> Floor, 14/2, Old China Bazar Street, Kolkata - 700001

#### **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]

The Chairman Kanoria Chemicals & Industries Limited "KCI Plaza", 6<sup>th</sup> Floor 23C, Ashutosh Chowdhury Avenue Kolkata-700019

Dear Sir,

Re: Consolidated Report of Scrutinizer on voting through e-voting System at the 62<sup>nd</sup> Annual General Meeting (AGM) and Remote e-voting on the resolutions proposed at the AGM of the Members of Kanoria Chemicals & Industries Limited held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM) on Thursday, the 1<sup>st</sup> day of September, 2022 at 11.00 A.M.

I, Amit Choraria, Practising Chartered Accountant (Membership No. 066838) and proprietor of Amit Choraria & Co., was appointed by the Board of Directors of Kanoria Chemicals & Industries Limited ("the Company") to act as the Scrutinizer for the purpose of scrutinizing the e-voting process (remote e-voting and e-voting system at AGM) of the 62<sup>nd</sup> Annual General Meeting ("AGM") of the Company, held through Video Conference (VC) / Other Audio Visual Means ("OAVM), on Thursday, the 1<sup>st</sup> day of September, 2022 at 11.00 A. M., in compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and the MCA Circulars issued in this relation (collectively referred to as "relevant Circulars"), in respect of the below mentioned resolutions proposed at the AGM.

The Notice of AGM dated May 26, 2022 along with Statement setting out material facts under Section 102 of the Act, was sent to the shareholders whose email addresses were registered with the Company/Depositories in respect of the below mentioned resolutions for passing at the 62<sup>nd</sup> AGM of the Company by e-mail in compliance with the MCA Circular Numbers 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 02/2021 dated January 13, 2021, 20/2021 dated December 08, 2021 and 02/2022 dated May 05, 2022 and Securities and Exchange Board of India (SEBI Circular Numbers SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated May 12, 2020, and SEBI/HO/ CFD/ CMD2/ CIR/P/2022/62 dated May 13, 2022 (collectively referred to as "relevant Circulars").

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder, the Listing Regulations, read with the "relevant Circulars", relating to e-voting process is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the e-voting process both through remote e-voting and e-voting system at the AGM are conducted in a fair and transparent manner and to render consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited ("NSDL"). The Members of the Company holding shares on the cut- off date i.e. 25<sup>th</sup> August, 2022 were entitled to vote on the

resolutions as set out in the Notice of the AGM.



**Chartered Accountants** 

E-mail: amithmchoraria@gmail.com

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In this regard, I hereby submit my report as under:-

- 1. The Company had availed the services of National Securities Depository Limited (NSDL) as the Agency for providing facility for remote e-voting, participation in the AGM through VC and e-voting during the AGM.
- 2. The remote e-voting period commenced from Monday, the 29<sup>th</sup> day of August, 2022 at 9.00 A. M. and ended on Wednesday, the 31<sup>st</sup> day of August, 2022 at 5.00 P.M. and the remote e-voting module was disabled by NSDL thereafter.
- 3. The Company had also provided facility for voting through electronic voting system of NSDL during the AGM.
- 4. Resolution Number 5 transacted at the AGM are material related party transaction as per Regulation 23 of SEBI Listing Regulation. Further, Regulation 23 (4) of SEBI Listing Regulations states that no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not. Accordingly, we have reconciled from the list of related parties given to us by the Company and excluded their voting, if any while finalizing the voting results which is given in below tables.
- 5. Subsequent to the conclusion of the AGM, I unlocked the electronic votes cast both through remote evoting and e-voting system during the AGM, in the presence of two witnesses, Ms. Debopriya Ghosh and Ms. Suniti Chakraborty, who are not in the employment of the Company.
- 6. I have scrutinized the votes cast both through remote e-voting and e-voting system during the AGM for the purpose of this Report.

On the basis of the above and pursuant to Rule 20(4)(xii), I hereby submit consolidated Scrutinizer's Report on the remote e-voting and voting through e-voting system (EVEN- 120708) during the AGM, as under:



**Chartered Accountants** 

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### **ORDINARY BUSINESS:**

### Item No. 1- Ordinary Resolution

Adoption of the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended 31<sup>st</sup> March 2022 and the Reports of the Board of Directors and Auditors thereon.

Particulars	Remote e-voting		Voting through e- voting system during the AGM		Tota	% of total number	
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	of valid votes cast
Voted in favour of the resolution	163	34042013	4	8	167	34042021	99.9993
Voted against the resolution	5	226	0	0	5	226	0.0007
Total	168	34042239	4	8	172	34042247	100.0000
Invalid Votes	0	0	0	0	0	0	

### Item No. 2 - Ordinary Resolution

Declaration of dividend of Re 1/- (@ 20%) per Equity Share of the face value of Rs. 5/- of the Company, for the Financial Year ended 31<sup>st</sup> March 2022.

Particulars	Remote e-voting		Voting through e- voting system during the AGM		Tota	% of total number	
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	of valid votes cast
Voted in favour of the resolution	164	34058194	4	8	168	34058202	99.9993
Voted against the resolution	5	226	0	0	5	226	0.0007
Total	169	34058420	4	8	173	34058428	100.0000
Invalid Votes	0	0	0	0	0	0	



### **Chartered Accountants**

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### Item No. 3 - Ordinary Resolution

Appointment of a Director in place of Shri Saumya Vardhan Kanoria (DIN: 02097441), who retires by rotation and, being eligible, offers himself for re-appointment.

Particulars	Remote e-voting		Voting through e- voting system during the AGM		Tota	% of total number	
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	of valid votes cast
Voted in favour of the resolution	159	33460282	4	8	163	33460290	99.8755
Voted against the resolution	9	41698	0	0	9	41698	0.1245
Total	168	33501980	4	8	172	33501988	100.0000
Invalid Votes	0	0	0	0	0	0	

### Item No. 4 - Ordinary Resolution

Appointment of M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E), as the Statutory Auditors of the Company, to hold office as such for a term of 5 years from the conclusion of the 62<sup>nd</sup> Annual General Meeting ("AGM") till the conclusion of the 67<sup>th</sup> AGM and fixing their remuneration

Particulars	Remote e-voting		Voting through e- voting system during the AGM		Tota	% of total number	
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	of valid votes cast
Voted in favour of the resolution	164	34058194	4	8	168	34058202	99.9993
Voted against the resolution	5	226	0	0	5	226	0.0007
Total	169	34058420	4	8	173	34058428	100.0000
Invalid Votes	0	0	0	0	0	0	



**Chartered Accountants** 

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### SPECIAL BUSINESS:

### Item No. 5 - Ordinary Resolution

### Approval of Material Related Party Transactions.

Particulars	Remote e-voting		Voting through e- voting system during the AGM		Tota	% of total number	
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	of valid votes cast
Voted in favour of the resolution	155	1549813	4	8	159	1549821	99.9854
Voted against the resolution	6	227	0	0	6	227	0.0146
Total	161	1550040	4	8	165	1550048	100.0000
Invalid Votes	0	0	0	0	0	0	

### Item No. 6 - Ordinary Resolution

### Ratification of remuneration of the Cost Auditors for the financial year 2022-23

Particulars	Remote e-voting		Voting through e- voting system during the AGM		Total		% of total number
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	of valid votes cast
Voted in favour of the resolution	164	34058194	4	8	168	34058202	99.9993
Voted against the resolution	5	226	0	0	5	226	0.0007
Total	169	34058420	4	8	173	34058428	100.0000
Invalid Votes	0	0	0	0	0	0	

In terms of the provisions of Rule 20(4)(xiv), of the Companies (Management and Administration) Amendment Rules, 2015, I have maintained separate Registers for votes cast through remote e-voting and e-voting system during the AGM in electronic form. The registers and all other papers relating to electronic voting shall remain in my safe custody until the Chairman signs the Minutes of AGM and the same shall be handed over thereafter to the Company Secretary for safe keeping.



**Chartered Accountants** 

E-mail: amithmchoraria@gmail.com

Phones (033) 2242-0196 2243-2509 Mobile – 9830858715 Room No. 401,4<sup>th</sup> Floor, 14/2, Old China Bazar Street, Kolkata - 700001

#### Recommendation

All the resolutions, having secured requisite majority of votes in favour, may be considered to have been passed. The Company may accordingly declare the results of the e-voting.

Thanking you,

Yours truly,

For Amit Choraria & Co Chartered Accountants Firm Registration No: 326638E

Amit Choraria Proprietor Membership No: 066838 Date: 03.09.2022 Place: Kolkata UDIN: 22066838AQUFNC4767

#### Signature of the witnesses

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Debopriya Ghosh
14/2 Old China Bazar Street, Kolkata - 700001

Switi chappaborty

Suniti Chakraborty
14/2 Old China Bazar Street, Kolkata - 700001