



KCDTM

(ISO 9001 : 2015)

01st October 2024

**To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street, Mumbai – 400 001.**

**Scrip Code: 531137
Scrip Id: GEMSI**

**Subject: Submission of Scrutinizer's report and voting results under Regulation 44(3) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

In accordance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to provide the enclosed voting results from the Remote e-voting and poll conducted during the Company's Annual General Meeting on Monday, 30th September 2024, which took place from 10:00 A.M. to 10:30 A.M. at Unit No. 101, KCD Jogesh Eva, Natwar Nagar, Road No. 1, Jogeshwari (East), Mumbai – 400 060.

Additionally, we have included the consolidated Scrutinizer's Report in compliance with Section 108 of the Companies Act, 2013, and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014.

Thanking You,
For KCD Industries India Limited

**Rajiv Darji
Managing Director
DIN: 02088219**

Enclosed: As stated above

KCD INDUSTRIES INDIA LIMITED

Registered Office

Unit No 101, 1st Floor,
KCD Jogesh Eva, Road No. 1,
Jogeshwari East, Mumbai - 400060
Tel. : +91 91373 22030
Email : compliance@kcdindustries.com
CIN: L70100MH1985PLC301881



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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 Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March 2024 and the report of the Board of Director's and Auditor's 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		0	0.0000	0	0	0	0
	Poll	9395397						
	Postal Ballot (if applicable)							
	Total	9395397	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		33236	0.1198	33224	12	99.9639	0.0361
	Poll	27747460	4549205	16.3950	4549205	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	27747460	4582441	16.5148	4582429	12	99.9997	0.0003
Total		37142857	4582441	12.3373	4582429	12	99.9997	0.0003
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a director in place of Mr. Arun Kuttan (DIN: 09844434), who retires by rotation, and being eligible, offers herself for re-appointment.				
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		0	0.0000	0	0	0	0
	Poll	9395397						
	Postal Ballot (if applicable)							
	Total	9395397	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		33236	0.1198	4724	28512	14.2135	85.7865
	Poll	27747460	4549205	16.3950	4549205	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	27747460	4582441	16.5148	4553929	28512	99.3778	0.6222
Total		37142857	4582441	12.3373	4553929	28512	99.3778	0.6222
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint M/s. J. Singh & Associates, Chartered Accountants as Statutory Auditors of the Company				
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		0	0.0000	0	0	0	0
	Poll	9395397						
	Postal Ballot (if applicable)							
	Total	9395397	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		33236	0.1198	4724	28512	14.2135	85.7865
	Poll	27747460	4549205	16.3950	4549205	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	27747460	4582441	16.5148	4553929	28512	99.3778	0.6222
Total		37142857	4582441	12.3373	4553929	28512	99.3778	0.6222
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Regularise appointment of Mrs. Hetal Bhanushali (DIN: 10765179) as an Independent Director of the Company				
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		0	0.0000	0	0	0	0
	Poll	9395397						
	Postal Ballot (if applicable)							
	Total	9395397	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		33236	0.1198	4724	28512	14.2135	85.7865
	Poll	27747460	4549205	16.3950	4549205	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	27747460	4582441	16.5148	4553929	28512	99.3778	0.6222
Total		37142857	4582441	12.3373	4553929	28512	99.3778	0.6222
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Regularise appointment of Mr. Manish Jain (DIN: 00606079) as an Independent Director of the Company.				
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		0	0.0000	0	0	0	0
	Poll	9395397						
	Postal Ballot (if applicable)							
	Total	9395397	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		33236	0.1198	4724	28512	14.2135	85.7865
	Poll	27747460	4549205	16.3950	4549205	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	27747460	4582441	16.5148	4553929	28512	99.3778	0.6222
Total		37142857	4582441	12.3373	4553929	28512	99.3778	0.6222
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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**Form No. MGT-13
CONSOLIDATED REPORT OF SCRUTINIZER**

[Pursuant to section 108 and section 109 of the Companies Act, 2013 and Rule 21(2), rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 39th Annual General Meeting (AGM) of the Equity Shareholders of "**KCD Industries India Limited**" held on September 30th, 2024, at 10:00 AM at Unit No 101, KCD Jogesh Eva, Natwar Nagar, Road No. 1, Jogeshwari (East), Mumbai – 400 060.

I, Jaymin Modi, Proprietor, M/s. Jaymin Modi & Co, Company Secretaries, Mumbai, was appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of Scrutinizing the remote E-Voting process and poll process carried out at the 39th Annual General Meeting under the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We submit our report as under:

1. The remote E-Voting period remained open from 9.00 A.M IST on Friday, September 27, 2024 up to 5.00 PM IST on Sunday, September 29, 2024.
2. Electronic copy of the Annual Report 2023-24 and the Notice of the Annual General Meeting were sent to all members whose email addresses are registered with the Company / depository participant(s).
3. The voting rights were reckoned as on Monday, September 23, 2024, being the Cut-off date for the purpose of deciding the entitlements of members to cast their votes through remote e-voting as well as for the voting/polling at the 39th Annual General Meeting of the Company.
4. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on October 01, 2024 in the presence of two witnesses.
5. After declaration to vote, the shareholders present at the AGM voted through poll process.
6. Based on the e-voting system, the combined report on the results of the e-voting together with the voting by physical poll forms at the 39th Annual General Meeting is as follows:



Resolution No.1: - Ordinary Resolution

To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March 2024 and the report of the Board of Director's and Auditor's thereon: -

(i) Voted **in favor** of resolution

Particulars	Remote E-voting	Poll at AGM	Total
Number of Members voting	41	36	77
Number of votes cast by them	33224	4549205	4582429
% of Total Number of valid votes cast	99.96%	100%	99.99%

(ii) Voted **against the** resolution

Particulars	Remote E-voting	Poll at AGM	Total
Number of Members voting	01	Nil	01
Number of votes cast by them	12	Nil	12
% of Total Number of valid votes cast	0.04%	Nil	0.01%

(iii) Invalid Votes - **Nil**

Thus, the Ordinary Resolution as contained in Item No. 1 is passed with requisite majority.

Resolution No.2: - Ordinary Resolution

To appoint a director in place of Mr. Arun Kuttan (DIN: 09844434), who retires by rotation, and being eligible, offers herself for re-appointment.:

(i) Voted **in favor** of resolution

Particulars	Remote E-voting	Poll at AGM	Total
Number of Members voting	38	36	74
Number of votes cast by them	4724	4549205	4553929
% of Total Number of valid votes cast	14.21%	100%	99.38%



(ii) Voted **against the** resolution

Particulars	Remote E-voting	Poll at AGM	Total
Number of Members voting	04	Nil	04
Number of votes cast by them	28512	Nil	28512
% of Total Number of valid votes cast	85.79%	Nil	0.62%

(iii) Invalid Votes - **Nil**

Thus, the Ordinary Resolution as contained in Item No. 2 is passed with requisite majority

Resolution No.3: - Ordinary Resolution

To appoint M/s. J. Singh & Associates, Chartered Accountants as Statutory Auditors of the Company:

(i) Voted **in favor** of resolution

Particulars	Remote E-voting	Poll at AGM	Total
Number of Members voting	38	36	74
Number of votes cast by them	4724	4549205	4553929
% of Total Number of valid votes cast	14.21%	100%	99.38%

(ii) Voted **against the** resolution

Particulars	Remote E-voting	Poll at AGM	Total
Number of Members voting	04	Nil	04
Number of votes cast by them	28512	Nil	28512
% of Total Number of valid votes cast	85.79%	Nil	0.62%

(iii) Invalid Votes - **Nil**

Thus, the Ordinary Resolution as contained in Item No. 3 is passed with requisite majority



Resolution No.4: - Special Resolution

To Regularise appointment of Mrs. Hetal Bhanushali (DIN: 10765179) as an Independent Director of the Company:

(i) Voted **in favor** of resolution

Particulars	Remote E-voting	Poll at AGM	Total
Number of Members voting	38	36	74
Number of votes cast by them	4724	4549205	4553929
% of Total Number of valid votes cast	14.21%	100%	99.38%

(ii) Voted **against the** resolution

Particulars	Remote E-voting	Poll at AGM	Total
Number of Members voting	04	Nil	04
Number of votes cast by them	28512	Nil	28512
% of Total Number of valid votes cast	85.79%	Nil	0.62%

(iii) Invalid Votes - **Nil**

Thus, the Special Resolution as contained in Item No. 4 is passed with requisite majority

Resolution No.5: - Special Resolution

To Regularise appointment of Mr. Manish Jain (DIN: 00606079) as an Independent Director of the Company:

(i) Voted **in favor** of resolution

Particulars	Remote E-voting	Poll at AGM	Total
Number of Members voting	38	36	74
Number of votes cast by them	4724	4549205	4553929
% of Total Number of valid votes cast	14.21%	100%	99.38%



(ii) Voted **against the** resolution

Particulars	Remote E-voting	Poll at AGM	Total
Number of Members voting	04	Nil	04
Number of votes cast by them	28512	Nil	28512
% of Total Number of valid votes cast	85.79%	Nil	0.62%

(iii) Invalid Votes - **Nil**

Thus, the Special Resolution as contained in Item No. 5 is passed with requisite majority

All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 39th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

For, Jaymin Modi & Co.
Company Secretaries

Jaymin
Piyush Bhai
Modi

Jaymin Modi
Authorized Signatory
COP: 16948

Mem No. 44248
PRC: 2146/2022
UDIN: A044248F001393893

Date: - 01.10.2024
Place: - Mumbai



Digital signature of Jaymin Modi
DN: c=IN, ou=Personnel, ou=CS, o=Jaymin Modi & Co., email=jaymin@jayminmodi.com, cn=Jaymin Modi
2.5.4.20.1.1.2010316224079809846.05
2.5.4.20.1.1.2010316224079809846.05
pkcs8Key-4C105-0-M-Modi
serialNumber=2805, email=jaymin@jayminmodi.com, cn=Jaymin Modi
c=IN, ou=Personnel, ou=CS, o=Jaymin Modi & Co., email=jaymin@jayminmodi.com, cn=Jaymin Modi
Date: 2024.10.01 11:54:40 Z