

CS NISHI JAIN & Co.
Practicing Company Secretary

SCRUTINIZER'S REPORT – COMBINED

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

To,

Mrs. Poonam Rathi

Managing Director &

Chairman of the 41st Annual General Meeting

41st Annual General Meeting of the Equity Shareholders of **Kapil Cotex Ltd** held on **Monday the 30th September, 2024**, at **11.30 a.m.** at the Registered office of the Company situated at **Gut No. 05, Geverai Tanda, Paithan Road, Chhatrapati Sambhaji Nagar (Aurangabad) 431002 India.**

Dear Sir,

I, CS Nishi Jain, Company Secretaries, having been appointed by the Board of Directors of the **Kapil Cotex Ltd** (the "Company") as a Scrutinizer for the purpose of scrutinizing the e-voting process and e-voting process carried out at 41st Annual General Meeting pursuant to provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015 and on scrutiny of the same, I submit my Combined Report on the results of the remote e-voting together with the e-voting at the 41st Annual General Meeting ("AGM").

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to voting through remote e-voting as well as e-voting at the AGM on the resolutions contained in the Notice of the 41st Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, both through remote e-voting and e-voting at the AGM, is conducted in fair and transparent manner and submit consolidated/combined Scrutinizer's Report of the total votes cast "In Favour" or "Against", if any, on the resolutions, to the Chairman, based on the reports generated from the remote e-voting system provided by National Securities Depository Limited ("NSDL/Service Provider"), the authorised agency to provide remote e-voting and e-voting at the AGM, as engaged by the Company.

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Report on Scrutiny:

- The Company had appointed National Securities Depository Limited ("NSDL") as the Service provider, for the purpose of extending the facility of Remote e-Voting and e-voting at the AGM to the members of the Company.
- Company has informed that, on the basis of the Register of Members and List of Beneficiary Owners made available by the depositories viz. National Securities Depository Limited (NSDL), the Company completed dispatch of Notice of AGM along with Annual Report of 2023-24 as under: -

On 7th September, 2024, by email to all the Members, who had registered their email-ids with the Company/RTA;

- The Voting rights were reckoned as on Monday the 23rd September, 2024, being the cut-off date for the purpose of deciding the entitlements of members at the Remote E-Voting and voting at the AGM.
- Remote e-Voting process was open from 10.01 a.m. on Thursday the 26th September, 2024, till 5.00 p.m. on Friday the 28th September, 2024, and members were required to cast their votes electronically conveying their assent or dissent in respect of Resolutions, on the Remote e-Voting platform provided by NSDL.
- As prescribed in clause (v) of sub rule 4 of the Rule 20 of Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published more than 21 days before the date of AGM in English in "Free Press Journal" newspaper dated 09th September, 2024 and in Marathi in "Navsakthi" newspaper dated 09th September, 2024.
- At the end of the voting period on 28th September, 2024 at 5.00 p.m., the voting portal of Service Provider was blocked forthwith.
- On completion of AGM, I unblocked the results of remote e-voting and e-voting at the AGM on the NSDL e-voting platform, as prescribed in sub rule 4(xii) of the said rule 20 and downloaded the results.

Combined Results of E-Voting and Ballot at the AGM are as under:

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(a) Resolution No.1: - Ordinary Resolution -

Adoption of the Audited Financial Statements, containing the Audited Balance Sheet as at 31st March, 2024, Statement of changes in Equity, Profit and Loss and cash flow for the year ended 31st March, 2024 along with the Board Report and Auditors' Report along with all their all annexure thereon;

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	30	665273	8	632258	38	1297531	93.48%
Dissent	5	9	Nil	Nil	5	9	6.52%
Abstain	Nil	Nil	Nil	Nil	Nil	Nil	0.00%
Total	35	665282	8	632258	43	1297540	100.00%

Accordingly, out of **1297540** votes cast (remote e-voting and voting at the AGM), **1297531** votes were cast ASSENTING to the Ordinary Resolution constituting 93.48% of the total votes cast; 9 votes were cast DISSENTING to the Ordinary Resolution constituting 6.52% of the total votes cast.

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

(b) Resolution No.2: - Ordinary Resolution -

To appoint a Director in place of Mr.Prakashchandra Rathi (DIN:013930187) who retires by rotation and being eligible for re-appointment.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	30	665273	8	632258	38	1297531	93.48%
Dissent	5	9	Nil	Nil	5	9	6.52%
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Accordingly, out of **1297540** votes cast (remote e-voting and voting at the AGM), **1297531** votes were cast ASSENTING to the Ordinary Resolution constituting 93.48% of the total votes cast; 9 votes were cast DISSENTING to the Ordinary Resolution constituting 6.52% of the total votes cast.

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

Yours Faithfully,

For CS Nishi Jain & Co
Company Secretaries



Nishi Jain

CS Nishi Jain
Proprietor
M. No.A44254
CP No.19596
UDIN: A044254F001326251

Date:30/09/2024

Place:mumbai