



*CS Devesh A. Pathak*  
B.Com., LL.B., F.C.S.

## DEVESH PATHAK & ASSOCIATES

PRACTISING COMPANY SECRETARIES  
REGD. INSOLVENCY PROFESSIONAL  
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NEAR AYURVEDIC COLLEGE, OUTSIDE PANIGATE,  
VADODARA-390 019

### **SCRUTINIZERS REPORT ON E-VOTING**

**TO  
THE BOARD OF DIRECTORS,  
KUMAKA INDUSTRIES LIMITED**

404 Sharda Chambers,  
33, New Marine Lines, Churchgate,  
Mumbai City MH 400020

Dear Sir,

Sub: Scrutinizers Report on e-voting conducted in respect of all shareholders' resolutions to be passed at the 49<sup>th</sup> Annual General Meeting (including its adjournments thereof on 4<sup>th</sup> August, 2023) pursuant to Clause 44 of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LODR") read with the provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules").

(1) I, Devesh A. Pathak, Practising Company Secretary, has been appointed as the scrutinizer by the Board of Directors of KUMAKA INDUSTRIES LIMITED to conduct the electronic voting process in respect of all shareholders' resolutions bearing serial no. 1 to 5 to be passed at the 49<sup>th</sup> Annual General Meeting scheduled to be held on 28<sup>th</sup> July, 2023 (and subsequently at the adjourned 49<sup>th</sup> Annual General meeting of the Company to be held on Friday, 4<sup>th</sup> August, 2023) as set out in the Notice dated 4<sup>th</sup> July, 2023 with statement setting out materials facts under Section 102 of the Act sent to the Shareholders in respect of the subject matters of the resolutions as appearing in Clause No. 6 of this Report pursuant to Clause 44 of LODR read with Section 108 of the Act and Rule 20 of the Rules.

(2) The Management of the Company is responsible to ensure the compliance with the requirements of Clause 44 of LODR read with the Act and the rules framed thereunder for providing e-voting facility to its shareholders in respect of the aforesaid resolutions. My responsibility as a Scrutinizer for conducting e-voting process is restricted to report on the votes cast 'in favour' or 'against' the aforesaid resolutions based on the reports generated from the e-voting system provided by Central Depository Services (India) Ltd. (CDSL), the authorized agency to provide e-voting facilities engaged by the Company.





- (3) The e-voting facility remained open from Tuesday, 25th July, 2023, at 09:00 a.m. to Thursday, 27th July, 2023 at 05:00 pm.
- (4) The members of the Company as on the cut off date i.e. 21<sup>st</sup> July, 2023 were entitled to vote on the aforesaid resolutions.
- (5) The votes cast were then unblocked on 28<sup>th</sup> July, 2023 at 4.14 p.m. in presence of two witnesses viz. Ms. Nishi and Ms. Monika Parekh who are not in the employment of the Company and who have signed at the end of the report in token of the same.
- (6) Thereafter, the details, inter alia, containing list of Equity Shareholders who e-voted for/ against each of the resolutions were generated from e-voting system provided by CDSL. A summary of the result in respect of each of the aforesaid resolution is as follows:

**ORDINARY BUSINESS**



**Resolution: 1**

To receive, consider and adopt the Audited Financial Statement of the Company for the year ended on 31st March, 2023, together with the Reports of the Board of Directors' and the Auditors' thereon.

**(Ordinary Resolution)**

Sr. No.	Particulars	Electronic Votes		
		No. of Members	No. of E-Votes	Total (%)
1	VOTES CAST	15	1,06,27,600	-
2	(LESS): INVALID VOTES	0	(62,51,825) *	-
3	VALID VOTES	15	43,75,775	100%
4	VOTES IN FAVOUR	15	43,75,775	100%
5	VOTES AGAINST	0	0	0
	<b>TOTAL VALID E- VOTES</b>	15	43,75,775	100%

\*in terms of Clause no. 17(a) of order no WTM/PS/08/JUNE/2013 dtd. 4<sup>th</sup> June, 2013 issued by SEBI, proportionate voting rights of promoters is restricted to 3 times of public shareholding (36.21%) Accordingly, out of total votes cast by promoters aggregating to 1,06,27,175 votes leaving aside 62,51,825 as invalid votes, (frozen rights), 43,75,350 (three times of public shareholding i.e., 14,58,450 Equity shares or 36.21%) are treated as valid votes.



**Resolution: 2**

To appoint a Director in place of Mr. Pankaj Kadakia (DIN-00166339), who retires by rotation and being eligible, offers himself for re-appointment.

**(Ordinary Resolution)**

Sr. No.	Particulars	Electronic Votes		
		No. of Members	No. of E-Votes	Total (%)
1	VOTES CAST	10	48,35,375	
2	(LESS): INVALID VOTES	0	(4,59,600)*	
3	VALID VOTES	10	43,75,775	100%
4	VOTES IN FAVOUR	10	43,75,775	100%
5	VOTES AGAINST	0	0	0
	<b>TOTAL VALID E- VOTES</b>	9	43,75,775	100%

\*in terms of Clause no. 17(a) of order no WTM/PS/08/JUNE/2013 dtd. 4<sup>th</sup> June, 2013 issued by SEBI, proportionate voting rights of promoters is restricted to 3 times of public shareholding (36.21%). Accordingly, out of total votes cast by promoters aggregating to 48,34,950 votes leaving aside 4,59,600 as invalid votes (frozen rights), 43,75,350 (three times of public shareholding i.e. 14,58,450 or 36.21% are treated as valid votes.

**SPECIAL BUSINESS:****Resolution: 3**

To approve the appointment of Mr. Mohana Krishnan Nair (DIN:03052654) as a Non-Executive Independent Director.

**(Ordinary Resolution)**

Sr. No.	Particulars	Electronic Votes		
		No. of Members	No. of E-Votes	Total (%)
1	VOTES CAST	15	1,06,27,600	
2	(LESS): INVALID VOTES	0	(62,51,925)*	
3	VALID VOTES	15	43,75,675	100%
4	VOTES IN FAVOUR	15	43,75,675	100%
5	VOTES AGAINST	0	0	0
	<b>TOTAL VALID E- VOTES</b>	15	43,75,675	100%

\*in terms of Clause no. 17(a) of order no WTM/PS/08/JUNE/2013 dtd. 4<sup>th</sup> June, 2013 issued by SEBI, proportionate voting rights of promoters is restricted to 3 times of public shareholding (36.21%). Accordingly, out of total votes cast by promoters aggregating to 1,06,27,175 votes leaving aside 62,51,825 as invalid votes, (frozen rights), 43,75,350 (three times of public shareholding i.e., 14,58,450 Equity shares or 36.21%) are treated as valid votes. Moreover, 100 votes cast by Mr. Mohana Krishnan Nair, being interested are considered invalid. Accordingly, 62,51,925 are invalid votes.



**Resolution: 4**

To authorise the Board of Directors to buy Immovable Property from a related Party. **(Ordinary Resolution)**

Sr. No.	Particulars	Electronic Votes		
		No. of Members	No. of E-Votes	Total (%)
1	VOTES CAST	11	96,24,450	
2	(LESS): INVALID VOTES	0	(52,48,675)*	
3	VALID VOTES	11	43,75,775	100%
4	VOTES IN FAVOUR	11	43,75,775	100%
5	VOTES AGAINST	0	0	0
	<b>TOTAL VALID E- VOTES</b>	11	43,75,775	100%

\*in terms of Clause no. 17(a) of order no WTM/PS/08/JUNE/2013 dtd. 4<sup>th</sup> June, 2013 issued by SEBI, proportionate voting rights of promoters is restricted to 3 times of public shareholding (36.21%). Accordingly, out of total votes cast by promoter's aggregating to 96,24,025 votes leaving aside 52,48,675 as invalid votes (frozen rights), 43,75,350 (three times of public shareholding i.e., 14,58,450 Equity shares or 36.21%) are treated as valid votes.

**Resolution: 5**

To consider to approve re-appointment of and remuneration payable to Shri Pankaj Manilal Kadakia as the Managing Director **(Special Resolution)**

Sr. No.	Particulars	Electronic Votes		
		No. of Members	No. of E-Votes	Total (%)
1	VOTES CAST	10	48,35,375	-
2	(LESS): INVALID VOTES	0	(4,59,600) *	-
3	VALID VOTES	10	43,75,775	100%
4	VOTES IN FAVOUR	10	43,75,775	100%
5	VOTES AGAINST	0	0	0
	<b>TOTAL VALID E- VOTES</b>	10	43,75,775	100%

\*in terms of Clause no. 17(a) of order no WTM/PS/08/JUNE/2013 dtd. 4<sup>th</sup> June, 2013 issued by SEBI, proportionate voting rights of promoters is restricted to 3 times of public shareholding (36.21%). Accordingly, out of total votes cast by promoters aggregating to 48,34,950 votes leaving aside 4,59,600 as invalid votes (frozen rights), 43,75,350 (three times of public shareholding i.e., 14,58,450 or 36.21% are treated as valid votes.







- (7) I have handed over related papers/ registers and records for safe custody to Mr. Pankaj Kadakia, Chairman of the Company authorized by the Board to supervise the process.
- (8) You may accordingly declare the result of voting.

Thanking you,

**For Devesh Pathak & Associates**

**CS Devesh A. Pathak**

FCS No. 4559

COP No. 2306

UDIN: F004559E000765871

At Vadodara, 8<sup>th</sup> August, 2023



Witnesses to unblocking of e-votes cast

*Nishi*

(Ms. Nishi)

*Monika*

(Ms. Monika Parekh)