

June 29, 2022

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.

Dear Sir/Madam,

Sub: Scrutinizer's report for 62nd Annual General Meeting (AGM)

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose Consolidated Scrutinizer's report on the results of Remote E-voting and E-voting during the 62nd Annual General Meeting (AGM) of the Company held on Wednesday, June 29, 2022 at 11:30 a.m. (IST), through Video Conferencing (VC).

Thanking you,

Yours faithfully;

For Dai-ichi Karkaria Limited



Ankit Shah

Company Secretary and Compliance officer



Encl: As above

VINOD KOTHARI & COMPANY

Practising Company Secretaries
403-406, 175 Shreyas Chambers, D. N. Road, Fort
Mumbai-400 001, India
Phone: +91 – 22 - 22614021 | 22 - 62370959
email: corplaw@vinodkothari.com
Web: www.vinodkothari.com

To,
The Chairperson,
Dai-ichi Karkaria Limited
Liberty Building,
Sir Vithaldas Thackersey Marg
Mumbai 400020,
India.

Sub: Consolidated Scrutinizer's Report on remote e-voting and electronic voting carried out, pursuant to the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 62nd Annual General Meeting (the "AGM") of the Equity shareholders of Dai-ichi Karkaria Limited (the "Company") held on Wednesday, the 29th day of June, 2022 at 11:30 am through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')

Dear Madam,

1. I, Vinita Nair, Senior Partner of M/s Vinod Kothari & Company, Practising Company Secretaries, (Membership No FCS 10559/ C.P. No 11902) have been appointed as the Scrutinizer by the Board of Directors of the Company in terms of the appointment letter dated May 11, 2022 for the purpose of scrutinizing the remote e-voting and voting through electronic system during the AGM as per the provisions of Section 108 of Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('MGT Rules') read with amendments thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') on the businesses contained in Notice of the 62nd AGM of the Company.
2. In terms of Regulation 44 of the Listing Regulations and pursuant to section 108 of the Act read with Rule 20 of MGT Rules in connection with all resolutions proposed at the 62nd AGM, the Company availed services of Central Depository Services (India) Limited ('CDSL') and provided remote e-voting facility and facility of electronic voting at the time of AGM to the equity shareholders of the Company who could not vote earlier through remote e-voting facility provided by the Company.
3. The management of the Company is responsible to ensure the compliance of the requirements of the Act, rules, circulars and notifications issued by the Ministry of Corporate Affairs ('MCA') relating to voting through electronic means and Listing Regulations on the businesses set out in the Notice of the 62nd AGM. My responsibility as a Scrutinizer is restricted in making a consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the business set out in the Notice of AGM, based on the reports generated from the e-voting system of CDSL, the authorized agency engaged by the Company.
4. The remote e-voting period to facilitate e-voting by equity shareholders of the Company as at the "cut-off date" of Wednesday, June 22, 2022 commenced on Sunday, June 26, 2022 at 10:00 a.m. ('IST')

Kolkata: 1006 – 1009, Krishna Building, 224, A.J.C. Bose Road, Kolkata – 700 017

Delhi: A – 467, First Floor, Defence Colony, New Delhi – 110024

Page 1 of 8



5. The Company had also provided e-voting facility to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier. The shareholders of the Company holding shares as on the "cut-off" date of Wednesday, June 22, 2022 were entitled to vote on the resolutions as contained in the Notice of the AGM. The CDSL e-voting platform was re-opened during the AGM and kept open for 15 minutes after the AGM.
6. Pursuant to Rule 20 (4)(xii) of the MGT Rules, I unblocked the voting on CDSL website on June 29, 2022 in the presence of two witnesses, viz., Mr. Burhanuddin Dohadwala and Ms. Sharon Pinto, being Senior Manager and Manager of Vinod Kothari & Company, Practising Company Secretaries respectively. These witnesses are not in the employment of the Company. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.
7. For those Members whose email IDs were not available, a Public Notice with regard to the Company's AGM Notice was published on May 31, 2022 in Free Press Journal in English language, and Navshakti in Marathi language, providing requisite information and contact details of the RTA for registering email IDs and queries on e-voting.

I, now submit my Scrutinizer Report on the results of the voting through the e-voting process in respect of:

| Sr. No | Type | Description of Resolution |
|--------------------|---------------------------|--|
| ORDINARY BUSINESS: | | |
| 1. | As an Ordinary Resolution | To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of the Directors and Auditors thereon. |
| 2. | As an Ordinary Resolution | To appoint a Director in place of Mr. Adi Jehangir (DIN: 00001752), who retires by rotation and being eligible, offers himself for re-appointment. |
| 3. | As an Ordinary Resolution | To re-appoint B S R & Co. LLP, Chartered Accountants as Statutory Auditors of the Company for a second term of five consecutive years and to fix their remuneration |
| SPECIAL BUSINESS: | | |
| 4. | As an Ordinary Resolution | To ratify remuneration payable to Mr. Sudhir Govind Jog, Cost Accountant, (Membership no. 5599) appointed as Cost Auditor of the Company, for the financial year ending March 31, 2023. |
| 5. | As an Ordinary Resolution | To approve Material Related Party Transactions for Sale of Goods to ChampionX Dai-ichi India Private Limited upto maximum aggregate value of Rs. 50 crores at arm's length basis and in the ordinary course of business. |



ORDINARY BUSINESS:**Resolution 1: Ordinary Resolution**

To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of the Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 50 | 51,79,610 | 100% |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 3 | 151 | 0% |

(iii) **Invalid** votes:

| Number of members voted | Number of votes declared invalid |
|-------------------------|----------------------------------|
| - | - |



Resolution 2: Ordinary Resolution

To appoint a Director in place of Mr. Adi Jehangir (DIN: 00001752), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 49 | 51,78,110 | 99.97% |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 3 | 1,551 | 0.03% |

(iii) **Invalid** votes:

| Number of members voted | Number of votes declared invalid |
|-------------------------|----------------------------------|
| - | - |



Resolution 3: Ordinary Resolution

To re-appoint B S R & Co. LLP, Chartered Accountants as Statutory Auditors of the Company for a second term of five consecutive years and to fix their remuneration.

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 50 | 51,78,210 | 99.97% |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 3 | 1,551 | 0.03% |

(iii) **Invalid** votes:

| Number of members voted | Number of votes declared invalid |
|-------------------------|----------------------------------|
| - | - |



SPECIAL BUSINESS:**Resolution 4: Ordinary Resolution**

To ratify remuneration payable to Mr. Sudhir Govind Jog, Cost Accountant, (Membership no. 5599) appointed as Cost Auditor of the Company, for the financial year ending March 31, 2023.

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 49 | 51,78,200 | 99.97% |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 4 | 1,561 | 0.03% |

(iii) **Invalid** votes:

| Number of members voted | Number of votes declared invalid |
|-------------------------|----------------------------------|
| - | - |



Resolution 5: Ordinary Resolution

To approve Material Related Party Transactions for Sale of Goods to ChampionX Dai-ichi India Private Limited upto maximum aggregate value of Rs. 50 crores at arm's length basis and in the ordinary course of business.

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 36 | 10,56,552 | 99.85% |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 4 | 1,561 | 0.15% |

(iii) **Invalid** votes:

| Number of members voted | Number of votes declared invalid* |
|-------------------------|-----------------------------------|
| 4 | 109 |

* Votes cast by related parties have been regarded as invalid.



2. In view of the above scrutiny, I hereby certify that all the above Resolutions have been passed with requisite majority on June 29, 2022.
3. The electronic data and all other relevant records relating to voting by electronic means are under my safe custody and will be handed over after the Chairperson considers, approves and signs the minutes of the AGM, to Mr. Ankit Shah, Company Secretary, for safe keeping.

For M/s Vinod Kothari & Company
Practising Company Secretaries
Firm Registration No.: P1996WB042300



Vinita
Ms. Vinita Nair
Senior Partner
FCS: 10559
COP: 11902
UDIN: F010559D000542662

Date: June 29, 2022
Place: Mumbai

Countersigned

Ankit Shah

Ankit Shah
Company Secretary and Compliance Officer
Membership No: A35008
Dai-ichi Karkaria Limited

