

September 22, 2023

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

Dear Sir/Madam,

Sub: Scrutinizer's report for 63rd 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 63rd Annual General Meeting (AGM) of the Company held on Friday, September 22, 2023 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

Practicing Company Secretaries

403 – 406, Shreyas Chambers, 175, Dr. D. N. Road,

Fort, Mumbai – 400 001, India

Phone: 022 – 2261 4021 | 022 – 6237 0959

Email: corplaw@vinodkothari.com

Web: www.vinodkothari.com

September 22, 2023

To,

The Chairperson,

Dai-ichi Karkaria Limited

Liberty Building,

Sir Vithaldas Thackersey Marg,

Mumbai 400020.

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting carried out, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 63rd Annual General Meeting ("AGM") of the Equity shareholders of Dai-ichi Karkaria Limited ("Company") held on Friday, 22nd September, 2023 at 11:30 a.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

Dear Madam,

1. I, Vinita Nair, Senior Partner of Vinod Kothari & Company, Practicing Company Secretaries, (Membership No. FCS 10559/ C.P. No. 11902) have been appointed as the Scrutinizer by the Board of Directors of the Company at its meeting held on August 11, 2023 for the purpose of scrutinizing the remote e-voting prior to the AGM and e-voting during the AGM, pursuant to the Notice dated August 11, 2023 issued under Section 96, Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020 and other relevant circulars, including General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and as per Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the following ordinary and special businesses as contained in the Notice of the AGM.
2. In terms of Regulation 44 of the Listing Regulations and pursuant to Section 108 of the Act read with Rule 20 of the Rules in connection with all resolutions proposed at the 63rd AGM, the Company has availed services of Central Depository Services (India) Limited ("CDSL") and provided remote e-voting facility prior to the AGM and e-voting facility during the AGM to the equity shareholders

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

Delhi: Nukleus, 501 & 501A, 5th Floor, Salcon Rasvilas, District Centre, Saket, Delhi 110 017

Bengaluru: 4, Union Street, Infantry Rd, Shivaji Nagar, Bengaluru, Karnataka 560001

of the Company who could not vote earlier through remote e-voting facility provided by the Company.

3. The Notice dated August 11, 2023 along with statement setting out material facts under Section 102 of the Act in respect of the businesses mentioned in the notice, as confirmed by the Company, was sent via email to the Members whose e-mail addresses were available with the Company, RTA and Depositories.
4. The shareholders of the Company holding shares as on Friday, September 15, 2023 (“**Cut-off Date**”) were entitled to vote on the businesses as contained in the Notice. The voting period for remote e-voting commenced on Tuesday, September 19, 2023 at 9 a.m. IST and ended on Thursday, September 21, 2023 at 5 p.m. IST and the CDSL remote e-voting module was disabled thereafter. The CDSL e-voting platform was re-opened during the AGM for those members who had not cast their votes on the businesses as contained in the Notice through remote e-voting and kept open for 15 minutes after the AGM. The votes cast under remote e-voting facility and e-voting during the AGM were thereafter unblocked in the presence of two witnesses, viz., Ms. Aisha Begum Ansari and Mr. Kaushal Shah, being Senior Manager and Executive of Vinod Kothari & Company, Practicing Company Secretaries. These witnesses are not in the employment of the Company.
5. I have scrutinized and reviewed the votes cast through remote e-voting and e-voting during the AGM based on the data downloaded from the CDSL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Rules, as amended.
6. The management of the Company is responsible to ensure compliance with the requirements of the Act, Rules and the MCA Circulars and the Listing Regulations relating to remote e-voting and e-voting during the AGM on the businesses as contained in the Notice.
7. My responsibility as the Scrutinizer was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report of the votes cast “IN FAVOUR” and “AGAINST” the businesses stated in the Notice, based on the reports generated from the CDSL e-voting system.
8. For those Members whose email IDs were not available, a Public Notice with regard to the Company’s Annual General Meeting was published on August 21, 2023 in Financial Express in English language, and Mumbai Lakshadeep in Marathi language, *inter-alia* providing requisite information and contact details for registering email IDs and queries on e-voting.
9. Pursuant to Regulation 23 of the Listing Regulations, none of the related parties of the Company have voted to approve Resolution No. 5 proposed in the AGM Notice.
10. I, now submit my Scrutinizer Report on the results of the voting through the e-voting process in respect of the following:

Sr. No.	Type	Description of Resolution
Ordinary Business		
1.	Ordinary	To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.
2.	Ordinary	To declare a dividend on equity shares for the financial year ended March 31, 2023.
3.	Ordinary	To appoint a Director in place of Mrs. Shernaz Vakil (DIN:00002519), who retires by rotation and, being eligible, offers herself for re-appointment.
Special Business		
4.	Ordinary	To ratify remuneration payable to M/s. Diwanji & Associates, Cost Accountants, (Firm Registration no. 100227) appointed as Cost Auditor of the Company for the financial year ending March 31, 2024.
5.	Ordinary	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.
6.	Special	To appoint Mr. Cyrus Bagwadia (DIN: 01565989) as an Independent Director of the Company.
7.	Special	To appoint Mr. Behram Sorabji (DIN: 02035239) as an Independent Director of the Company.

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, 2023 and the Reports of the Board of 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
73	51,52,252	100.0000

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

Resolution 2: Ordinary Resolution

To declare a dividend on equity shares for the financial year ended 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
73	51,52,252	100.0000

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

Resolution 3: Ordinary Resolution

To appoint a Director in place of Mrs. Shernaz Vakil (DIN:00002519), who retires by rotation and, being eligible, offers herself 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
73	51,52,252	100.0000

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

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

To ratify remuneration payable to M/s. Diwanji & Associates, Cost Accountants, (Firm Registration no. 100227) appointed as Cost Auditor of the Company for the financial year ending March 31, 2024.

(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
73	51,52,252	100.0000

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

(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
57	10,27,061	99.6466

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	3,642	0.3534

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

Resolution 6: Special Resolution

To appoint Mr. Cyrus Bagwadia (DIN: 01565989) as an Independent Director of the Company.

(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
73	51,52,252	100.0000

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

Resolution 7: Special Resolution**To appoint Mr. Behram Sorabji (DIN: 02035239) as an Independent Director of the Company.**(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
73	51,52,252	100.0000

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** votes:

Number of members voted	Number of votes declared invalid
-	-

11. Figures have been taken upto four decimal places.

12. In view of the above scrutiny, I hereby certify all the above Resolutions have been passed with requisite majority on **September 22, 2023**.

13. 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.

Date: September 22, 2023**Place: Mumbai****Countersigned**

Ankit Parimal Shah
 Digitally signed by Ankit Parimal Shah
 Date: 2023.09.22 17:50:16 +05'30'
Ankit Shah
Company Secretary
Membership No: A35008
Dai-ichi Karkaria Limited

For Vinod Kothari & Company
Practicing Company Secretaries
Firm Registration No.: P1996WB042300

VINITA VENUGOPAL NAIR

Digitally signed by VINITA VENUGOPAL NAIR
 Date: 2023.09.22 17:39:25 +05'30'

Vinita Nair
Senior Partner
FCS: 10559
COP: 11902
UDIN: F010559E001062491