KHEMANI

29th September, 2022

To,
BSE Limited,
Phirozen Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001, Maharashtra

Scrip ID / Code: KDML / 539788

Subject: Voting Results and Consolidated Scrutinizer Report for 11th AGM of the Company held on Wednesday, the 28th September, 2022

Dear Sir / Madam,

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Voting Results of the 11th AGM held on Wednesday, the 28th September, 2022 at 4:00 p.m. and Consolidated Scrutinizer's Report pursuant to Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended).

Kindly take the same on your record and oblige.

Thanking you,
For KHEMANI DISTRIBUTORS & MARKETING LIMITED

VAISHALI PUNJABI
Company Secretary
ACS: 48695

Encl.: As above

SCRUTINIZERS' REPORT

For Consolidated Results of Voting through Physical Ballot Paper at the 11th Annual General Meeting of

KHEMANI DISTRIBUTORS & MARKETING LIMITED

Held on Wednesday, September 28, 2022 at 04:00 p.m. at Plot No. D 91/92, Laxminarayan Industrial Park, BRC Compound, Udhana, Bhestan, Surat-394210 (Gujarat)

Bhaveshkumar Rawal
Company Secretary
753, 7th Floor, Ajanta Shopping Centre, Nr. Rajhans The Imperia, Ring Road, Surat-395002 (Guj.)
PH: +91- 89054-85323. Mail- brawal1011@gmail.com

M. 8905485323
M. 9427978697

BHAVESHKUMAR RAWAL
COMPANY SECRETARY

Email:- brawal1011@gmail.com

753, 7th Floor, Ajanta Shopping Centre, Nr. Rajhans-The Imperia, Opp. Bhatia Mobile Shop, Ring Road, Surat-395002 (Guj)

BRCO/KDML/2022/1 **September 28, 2022**

Consolidated Report of Scrutinizer's

(Voting through Physical Ballot Paper)

[Pursuant to Section(s) 108/109/110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman/Chairperson,
KHEMANI DISTRIBUTORS & MARKETING LIMITED
Plot No. D 91/92, Laxminarayan Industrial Park, BRC Compound,
Udhana, Bhestan, Surat-394210 (Gujarat)

Dear Sir/Madam,

Sub.:- Submission of Consolidated Report of Scrutinizer's for voting done through Physical Ballot Paper

I refer to my appointment as scrutinizer by the Board of directors of **KHEMANI DISTRIBUTORS & MARKETING LIMITED** ('The Company') vide letter dated August 30, 2022, to Scrutinize the physical ballots received from Members of the Company in a fair and transparent manner as per the provision of Section(s) 108/109/110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Secretarial Standard on General Meetings (SS-2) for the 11th Annual General Meeting (AGM) of the Company held on Wednesday, September 28, 2022 at 04:00 P.M. at Plot No. D 91/92, Laxminarayan Industrial Park, BRC Compound, Udhana, Bhestan, Surat-394210 (Gujarat).

I have carried out the work as Scrutinizer of the Annual General Meeting commended at 04.00 P.M. and concluded at 4:45 P.M. and I had scrutinized and reviewed the voting through Physical Ballot papers and votes tendered therein.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act 2013 and Rules relating to offering to shareholders facility of voting in physical mode through Ballot Papers in respect of the resolution contained in the Notice of AGM dated September 28, 2022. My responsibility is to scrutinize and ensure that the voting done through physical ballot is done in a fair and transparent manner and to make a consolidated scrutinizers' report of the votes cast in **"Favour"** or **"Against"** or **"Invalid"** for the matters/resolution stated in the Notice of the 11th AGM and votes casted at the AGM held on 28TH September, 2022.

Bhaveshkumar Rawal SURAT Company Secretary

The members of the Company as on cut-off date i.e. 21ST September, 2022 are entitled to vote on the resolutions mentioned in the notice of the AGM held on 28TH September, 2022.

I hereby submit my report as under:-

1. At the venue of the 11th AGM of the Company held on 28TH September, 2022, the facility to vote through Ballot Paper had been provided to facilitate those members present in the meeting.

2. No vote was cast through postal ballot whereas all the 10 (Ten) members present at the AGM exercised their right to vote.

3. On 28TH September, 2022, the votes cast through ballot paper was duly checked by me as a Scrutinizer in the presence of Mr. Sameer Rawal and Ms. Madhuri Khandelwal who acted as the witnesses, as prescribed in Sub-Rule 4(xii)of the Said Rule 20.

WITNESSES	
Sign:-	Sign:-
Mr. Sameer Rawal	**Ms. Madhuri Khandelwal**

4. The details of the results of the voting conducted at the venue of the AGM by way of Ballot Papers are as under:-

Details	Voting Through Ballot Paper	Total Voting
Number of Members who cast their Votes	10	10
Total Number of Shares held by them	1,07,38,800	1,07,38,800
Valid Votes	As per the details provided under each one of the resolution mentioned hereunder.	
Invalid Votes	As per the details provided under each one of the resolution mentioned hereunder.	

Note:-

1. Percentage of votes cast "in favour" or "against" the resolutions is calculated based on the valid votes cast through physical voting.
2. No Voting was done by Postal Ballot

Item No.1: Ordinary Resolution:

To consider and adopt the Audited Financial Statement, Auditors Report and the reports of the Board of Directors of the Company for the financial year ended on 31st March, 2022:-

Particulars	Physical Ballot Paper		Total		Percentage
	No.	Votes	No.	Votes	
Favor	10	10738800	10	10738800	100%
Against	0	0	0	0	0
Invalid	0	0	0	0	0
Total	**10**	**10738800**	**10**	**10738800**	**100%**

Bhaveshkumar Rawal SURAT Company Secretary

Item No.2: Ordinary Resolution:

To appoint Mr. AMITKUMAR VIJAYKUMARJI KHEMANI (DIN: 02227413), who retires by rotation and being eligible, offer himself for re-appointment:-

Particulars	Physical Ballot Paper		Total		Percentage
	No.	Votes	No.	Votes	
Favor	9	10711200	9	10711200	100%
Against	0	0	0	0	0
Invalid	0	0	0	0	0
Total	**9**	**10711200**	**9**	**10711200**	**100%**

Item No.3: Ordinary Resolution:

To Approve Related Party Transactions:-

Particulars	Physical Ballot Paper		Total		Percentage
	No.	Votes	No.	Votes	
Favor	7	5326320	7	5326320	100%
Against	0	0	0	0	0
Invalid	0	0	0	0	0
Total	**7**	**5326320**	**7**	**5326320**	**100%**

Item No.4: Ordinary Resolution:

To consider Revision in the Remuneration of Whole Time Director & CFO (Mr. AMITKUMAR VIJAYKUMARJI KHEMANI, DIN: 02227413) of the Company:-

Particulars	Physical Ballot Paper		Total		Percentage
	No.	Votes	No.	Votes	
Favor	7	5326320	7	5326320	100%
Against	0	0	0	0	0
Invalid	0	0	0	0	0
Total	**7**	**5326320**	**7**	**5326320**	**100%**

All the resolutions mentioned as per the details above stand passed with the requisite majority and I hereby confirm that, I am maintaining the Registers/Records received from the Service Providers electronically, in respect of the votes cast through voting conducted at the AGM by way of Ballot Papers by the Members of the Company. The Ballot Papers and all other relevant records relating to physical voting is under my safe custody and will be handed over to the Director of the Company for safe keeping, after the Chairman signs the Minutes of the 11th AGM.

Thanking you
Yours faithfully

Bhaveshkumar Rawal SURAT Company Secretary

Bhaveshkumar Rawal
Company Secretary
M. No. FCS-8812, COP:- 10257
UDIN:- F008812D001070477

Place:Surat

KHEMANI

Details of Voting Results of 11th Annual General Meeting of Khemani Distributors & Marketing Limited

Date of the Annual General Meeting:	**28-09-2022**	
Total number of Shareholders on record date:	**68**	
No. of Shareholders present in the meeting either in person or through proxy:	**Promoters and Promoter Group:**	**9**
	Public:	**1**
No. of Shareholders attended the meeting through Video Conferencing:	**Promoters and Promoter Group:**	**Not Arranged**
	Public:	

Agendawise Disclosure

Resolution No. 1:	**Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon.**							
Resolution Required : (Ordinary / Special)				**Ordinary Resolution**				
Whether promoters / promoter group are interested in the agenda / resolution:				**No**				
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**	7378800	0	0.00	0	0	0.00	0.00
	Poll		7378800	100.00	7378800	0	100.00	0.00
	Total	7378800	7378800	100.00	7378800	0	100.00	0.00
Public – Institutional holders	**E-Voting**	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public - Others	**E-Voting**	15595200	0	0.00	0	0	0.00	0.00
	Poll		3360000	21.55	3360000	0	100.00	0.00
	Total	15595200	3360000	21.55	3360000	0	100.00	0.00
Total		22974000	10738800	46.74	10738800	0	100.00	0.00

Resolution No. 2:	**Re-appointment of Mr. Amitkumar Khemani, Whole Time Director (DIN: 02227413) as a Director, who retires by rotation.**							
Resolution Required : (Ordinary / Special)				**Ordinary Resolution**				
Whether promoters / promoter group are interested in the agenda / resolution:				**Yes; Mr. Amitkumar Khemani, Promoter cum Whole Time Director & CFO of the Company is interested in the Resolution.**				
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**	7378800	0	0.00	0	0	0.00	0.00
	Poll		7351200	99.63	7351200	0	100.00	0.00
	Total	7378800	7351200	99.63	7351200	0	100.00	0.00
Public – Institutional holders	**E-Voting**	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public - Others	**E-Voting**	15595200	0	0.00	0	0	0.00	0.00
	Poll		3360000	21.55	3360000	0	100.00	0.00
	Total	15595200	3360000	21.55	3360000	0	100.00	0.00
Total		22974000	10711200	46.62	10711200	0	100.00	0.00

Cont...2

Resolution No. 3:	Approval of Related Party Transactions.							
Resolution Required : (Ordinary / Special)				Ordinary Resolution				
Whether promoters / promoter group are interested in the agenda / resolution:				Yes; Mr. Vijaykumar Khemani, Mr. Amitkumar Khemani & Mr. Avinash Khemani, Promoters of the Company are Related Parties (interested) to the Resolution.				
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	7378800	0	0.00	0	0	0.00	0.00
	Poll		1966320	26.65	1966320	0	100.00	0.00
	Total	7378800	1966320	26.65	1966320	0	100.00	0.00
Public – Institutional holders	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public - Others	E-Voting	15595200	0	0.00	0	0	0.00	0.00
	Poll		3360000	21.55	3360000	0	100.00	0.00
	Total	15595200	3360000	21.55	3360000	0	100.00	0.00
Total		22974000	5326320	23.18	5326320	0	100.00	0.00

Resolution No. 4:	Revision in the Remuneration of Whole Time Director & CFO of the Company.							
Resolution Required : (Ordinary / Special)				Ordinary Resolution				
Whether promoters / promoter group are interested in the agenda / resolution:				Yes; Mr. Vijaykumar Khemani, Mr. Amitkumar Khemani & Mrs. Anupa Khemani are interested.				
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	7378800	0	0.00	0	0	0.00	0.00
	Poll		1966320	26.65	1966320	0	100.00	0.00
	Total	7378800	1966320	26.65	1966320	0	100.00	0.00
Public – Institutional holders	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public - Others	E-Voting	15595200	0	0.00	0	0	0.00	0.00
	Poll		3360000	21.55	3360000	0	100.00	0.00
	Total	15595200	3360000	21.55	3360000	0	100.00	0.00
Total		22974000	5326320	23.18	5326320	0	100.00	0.00

FOR KHEMANI DISTRIBUTORS AND MARKETING LIMITED

VIJAYKUMAR KHEMANI
Chairman and Managing Director
DIN: 02227389