

Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza  
Bandra-Kurla Complex  
Bandra [E], Mumbai - 400 051

Aug 11, 2023

Dear Sir / Madam,

Stock Code - **KOTARISUG**

**Sub:** 62<sup>nd</sup> Annual General Meeting - Results of Remote E-voting and E-voting at the AGM.

This is in continuation to the Proceedings of the 62<sup>nd</sup> Annual General Meeting of the Company submitted on 10.08.2023 and in compliance of the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith voting results along with Scrutinizer Report on the Resolutions passed at the 62<sup>nd</sup> Annual General Meeting of the Company held on August 10, 2023.

Kindly acknowledge and take this into your records.

Thanking You,

Yours faithfully  
for **Kothari Sugars and Chemicals Limited**

**R. Prakash**  
Company Secretary & Compliance Officer



Encl: as above

Aug 11, 2023

**Sub: Declaration of Voting Results of the 62<sup>nd</sup> Annual General Meeting held on Thursday, the 10<sup>th</sup> day of August 2023 at 02:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")**

The details are as follows:

Sl. No.	Notice Items	Type of Resolutions	Mode of Voting (Remote E-Voting / E-Voting)
1.	Consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, the Reports of the Auditors thereon and Report of the Board of Directors	Ordinary Resolution	Remote E - voting & E - voting
2.	Re-appointment of Mr. Arjun B. Kothari (DIN: 07117816) who retires by rotation	Ordinary Resolution	
3.	Declaration of Final Dividend for the financial year 2022 - 2023	Ordinary Resolution	
4.	Ratification of Remuneration to Cost Auditor	Ordinary Resolution	
5.	Consider and approve the payment of commission to Mrs. Nina B. Kothari (DIN:00020119), Non-Executive Chairperson of the Company for the financial year 2023 - 2024	Special Resolution	

Based on the Report of the Scrutinizer, I hereby declare that the Resolutions for the above-mentioned items have been passed with **requisite majority**.

Thanking you

*for Kothari Sugars and Chemicals Limited*

**Nina B. Kothari**  
Chairperson





**M. Alagar & Associates**  
Practising Company Secretaries

**CONSOLIDATED REPORT OF THE SCRUTINIZER**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 )

**To,**  
**The Chairperson,**  
**Kothari Sugars and Chemicals Limited**  
Kothari Bldgs.,  
No 115, Nungambakkam High Road,  
Chennai – 600034

**Sub: Consolidated Scrutinizer's Report of the Remote e-Voting and e-Voting conducted at the Sixty Second (62<sup>nd</sup>) Annual General Meeting (AGM) of Kothari Sugars and Chemicals Limited held on Thursday, August 10, 2023 at 2.00 P.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).**

1. We **M. Alagar & Associates, Practising Company Secretaries, Chennai** were appointed by the Board of Directors of Kothari Sugars and Chemicals Limited ("**the Company**") vide resolution dated May 30, 2023 for the purpose of scrutinizing the votes cast through remote e-Voting and e-Voting at 62<sup>nd</sup> Annual General Meeting ("**AGM**") on the resolutions contained in the Notice dated May 30, 2023, as prescribed under Section 108 of the Companies Act, 2013 ("**the Act**") as amended from time to time, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), placed for the approval of members of the Company, be carried out in a fair and transparent manner.
2. The Ministry of Corporate Affairs vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 (Collectively referred to as "**MCA Circulars**") and Securities and Exchange Board of India ("**SEBI**") vide its Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (collectively referred to as "**SEBI Circulars**"), has permitted conducting the AGM through VC or OAVM without the physical presence of the members for the meeting at a common venue. The AGM was held without the physical presence of the members of the Company, hence the facility for appointment of proxies by the members was also dispensed with.

Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.



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Alwarpet, Chennai - 600 018.

GST No : 33ABMFM8069L1ZL



3. As required under Section 101 of the Act read with aforementioned circulars issued by MCA and SEBI, the Notice of 62<sup>nd</sup> AGM along with Explanatory Statement under Section 102 of the Act was sent to the Members by permitted means as per the Circulars in respect of the resolutions passed at the AGM of the Company. The Notice was also published in "Financial Express" (English) and "Makkal Kural" (Tamil) on July 18, 2023.
4. The Company had availed the voting facility offered by Central Depository Service (India) Limited ("CDSL"), for facilitating remote e-Voting and e-Voting at the AGM, to enable the members to exercise their right to vote by electronic means.
5. The members of the Company holding shares as on the "Cut-off" date (i.e. on Thursday, August 03, 2023) were entitled to vote on the resolution as set out in the AGM Notice.
6. The remote e-Voting commenced on Sunday, August 06, 2023 at 9:00 AM (IST) and ended on Wednesday, August 09, 2023 at 5:00 PM (IST) and the CDSL e-Voting platform was closed in due time.
7. The members who had voted by remote e-Voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted through remote e-Voting were allowed to cast their votes through e-Voting system during the AGM.
8. The Company has conducted the 62<sup>nd</sup> AGM with the presence of requisite quorum throughout the meeting.
9. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, the circulars issued by the MCA and SEBI and the applicable regulations of the SEBI LODR Regulations relating to remote e-Voting and e-Voting at the AGM on the resolutions contained in the aforesaid Notice of the AGM.
10. Our responsibility as a Scrutinizer is to scrutinize and ensure that the vote cast through remote e-Voting and e-Voting at AGM is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the system related to remote e-Voting and e-Voting as per the facility provided by CDSL, the agency engaged by the Company to provide remote e-Voting facility and e-Voting facility at the AGM.
11. Based on the data downloaded from CDSL e-Voting system, we now submit our consolidated report on the results of remote e-Voting and e-Voting at the AGM in respect of the resolutions proposed in the Notice of the AGM as under:





**Resolution No.1**

Ordinary Resolution to consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, the Reports of the Auditors thereon and Report of the Board of Directors.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	115	113	2
2.	Number of votes cast by them	6,32,08,856	6,32,08,815	41
3.	% of votes cast	100	99.999	0.001

**RESULT:**

We report that the Ordinary Resolution with regard to Resolution No.1 as set out in the Notice of the AGM has been passed by members through remote e-Voting and e-Voting at the AGM with requisite majority.

**Resolution No.2**

Ordinary Resolution to appoint a Director in the place of Mr. Arjun B Kothari, (DIN: 07117816) who retires by rotation and being eligible offers himself for re-appointment.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	115	110	5
2.	Number of votes cast by them	6,32,08,856	6,32,08,614	242
3.	% of votes cast	100	99.999	0.001

**RESULT:**

We report that the Ordinary Resolution with regard to Resolution No.2 as set out in the Notice of the AGM has been passed by members through remote e-Voting and e-Voting at the AGM with requisite majority.





**Resolution No.3**

Ordinary Resolution to declare a final dividend of Rs 0.50 paise (Fifty Paise Only) per equity share of the face value of Rs 10/- for the financial year 2022-2023.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	115	112	3
2.	Number of votes cast by them	6,32,08,856	6,32,08,715	141
3.	% of votes cast	100	99.999	0.001

**RESULT:**

We report that the Ordinary Resolution with regard to Resolution No.3 as set out in the Notice of the AGM has been passed by members through remote e-Voting and e-Voting at the AGM with requisite majority.

**Resolution No.4**

Ordinary Resolution for ratification of remuneration to Mr. K Suryanarayanan, Cost Auditor of the Company.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	115	110	5
2.	Number of votes cast by them	6,32,08,856	6,32,07,613	1,243
3.	% of votes cast	100	99.998	0.002

**RESULT:**

We report that the Ordinary Resolution with regard to Resolution No.4 as set out in the Notice of the AGM has been passed by members through remote e-Voting and e-Voting at the AGM with requisite majority.





**Resolution No.5**

Special Resolution to consider and approve the payment of commission to Mrs. Nina B. Kothari, (DIN: 00020119) Non-Executive Chairperson of the Company.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	114	103	11
2.	Number of votes cast by them	6,05,25,358	6,04,47,377	77,981
3.	% of votes cast	100	99.871	0.129

**RESULT:**

We report that the Special Resolution with regard to Resolution No.5 as set out in the Notice of the AGM has been passed by members through remote e-Voting and e-Voting at the AGM with requisite majority.

Voting details as required under Regulation 44 of SEBI LODR is enclosed as **Annexure I** of this report.

The Electronic data and relevant records relating to remote e-Voting/e-Voting at the AGM shall remain in our safe custody until the Chairperson considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for the safe keeping.

Yours truly,

**For M. Alagar & Associates**  
**Practising Company Secretaries**  
**Firm Registration No: P2011TN078800**  
**Peer Review Certificate No.:1707/2022**

  
**M. Alagar**  
**Managing Partner**  
**FCS: 7488**  
**COP: 8196**  
**UDIN: F007488E000778533**  
**Date: August 10, 2023**  
**Place: Chennai**



for Kothari Sugars and Chemicals Limited

Chairperson

## Annexure I

The details of Voting Results with regard to the Ordinary/Special Resolution as required under Regulation 44 of the SEBI Listing Regulations, as under:

<b>Resolution No.</b>		1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, the Reports of the Auditors thereon and Report of the Board of Directors.						
<b>Resolution required: (Ordinary/ Special)</b>		Ordinary Resolution						
<b>Whether promoter/ promoter group are interested in the agenda /resolution?</b>		No						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100</b>	<b>No. of Votes in favour (4)</b>	<b>No. of Votes against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)] * 100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] * 100</b>
<b>Promoter and Promoter Group</b>	<b>e-Voting</b>	6,09,47,600	6,09,47,600	100	6,09,47,600	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot, if applicable</b>		0	0	0	0	0	0
	<b>Total</b>	<b>6,09,47,600</b>	<b>6,09,47,600</b>	<b>100</b>	<b>6,09,47,600</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public-Institutions</b>	<b>e-Voting</b>	12,79,384	5,37,977	42.05	5,37,977	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot, if applicable</b>		0	0	0	0	0	0
	<b>Total</b>	<b>12,79,384</b>	<b>5,37,977</b>	<b>42.05</b>	<b>5,37,977</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public- Non Institutions</b>	<b>e-Voting</b>	2,06,61,596	17,23,279	8.34	17,23,238	41	99.998	0.002
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot, if applicable</b>		0	0	0	0	0	0
	<b>Total</b>	<b>2,06,61,596</b>	<b>17,23,279</b>	<b>8.34</b>	<b>17,23,238</b>	<b>41</b>	<b>99.998</b>	<b>0.002</b>
<b>Total</b>		<b>8,28,88,580</b>	<b>6,32,08,856</b>	<b>76.26</b>	<b>6,32,08,815</b>	<b>41</b>	<b>99.999</b>	<b>0.001</b>



<b>Resolution No.</b>		2. To appoint a Director in the place of Mr. Arjun B Kothari, (DIN: 07117816) who retires by rotation and being eligible offers himself for re-appointment.						
<b>Resolution required: (Ordinary/ Special)</b>		Ordinary Resolution						
<b>Whether promoter/ promoter group are interested in the agenda /resolution?</b>		Yes						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100</b>	<b>No. of Votes in favour (4)</b>	<b>No. of Votes against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)] * 100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] * 100</b>
<b>Promoter and Promoter Group</b>	e-Voting	6,09,47,600	6,09,47,600	100	6,09,47,600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	<b>Total</b>		<b>6,09,47,600</b>	<b>6,09,47,600</b>	<b>100</b>	<b>6,09,47,600</b>	<b>0</b>	<b>100</b>
<b>Public-Institutions</b>	e-Voting	12,79,384	5,37,977	42.05	5,37,977	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	<b>Total</b>		<b>12,79,384</b>	<b>5,37,977</b>	<b>42.05</b>	<b>5,37,977</b>	<b>0</b>	<b>100</b>
<b>Public-Non Institutions</b>	e-Voting	2,06,61,596	17,23,279	8.34	17,23,037	242	99.986	0.014
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	<b>Total</b>		<b>2,06,61,596</b>	<b>17,23,279</b>	<b>8.34</b>	<b>17,23,037</b>	<b>242</b>	<b>99.986</b>
<b>Total</b>		<b>8,28,88,580</b>	<b>6,32,08,856</b>	<b>76.26</b>	<b>6,32,08,614</b>	<b>242</b>	<b>99.999</b>	<b>0.001</b>



Resolution No.			3. To declare a final dividend of Rs 0.50 paise (Fifty Paise Only) per equity share of the face value of Rs 10/- for the financial year 2022-2023.					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	e-Voting	6,09,47,600	6,09,47,600	100	6,09,47,600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	<b>Total</b>		<b>6,09,47,600</b>	<b>6,09,47,600</b>	<b>100</b>	<b>6,09,47,600</b>	<b>0</b>	<b>100</b>
Public- Institutions	e-Voting	12,79,384	5,37,977	42.05	5,37,977	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	<b>Total</b>		<b>12,79,384</b>	<b>5,37,977</b>	<b>42.05</b>	<b>5,37,977</b>	<b>0</b>	<b>100</b>
Public- Non Institutions	e-Voting	2,06,61,596	17,23,279	8.34	17,23,138	141	99.992	0.008
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	<b>Total</b>		<b>2,06,61,596</b>	<b>17,23,279</b>	<b>8.34</b>	<b>17,23,138</b>	<b>141</b>	<b>99.992</b>
<b>Total</b>		<b>8,28,88,580</b>	<b>6,32,08,856</b>	<b>76.26</b>	<b>6,32,08,715</b>	<b>141</b>	<b>99.999</b>	<b>0.001</b>



<b>Resolution No.</b>		4. Ratification of Remuneration to Mr. K. Suryanarayanan, Cost Auditor of the Company.						
<b>Resolution required: (Ordinary/ Special)</b>		Ordinary Resolution						
<b>Whether promoter/ promoter group are interested in the agenda /resolution?</b>		No						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100</b>	<b>No. of Votes in favour (4)</b>	<b>No. of Votes against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)] * 100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] * 100</b>
<b>Promoter and Promoter Group</b>	e-Voting	6,09,47,600	6,09,47,600	100	6,09,47,600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	<b>Total</b>		<b>6,09,47,600</b>	<b>6,09,47,600</b>	<b>100</b>	<b>6,09,47,600</b>	<b>0</b>	<b>100</b>
<b>Public-Institutions</b>	e-Voting	12,79,384	5,37,977	42.05	5,37,977	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	<b>Total</b>		<b>12,79,384</b>	<b>5,37,977</b>	<b>42.05</b>	<b>5,37,977</b>	<b>0</b>	<b>100</b>
<b>Public- Non Institutions</b>	e-Voting	2,06,61,596	17,23,279	8.34	17,22,036	1,243	99.928	0.072
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	<b>Total</b>		<b>2,06,61,596</b>	<b>17,23,279</b>	<b>8.34</b>	<b>17,22,036</b>	<b>1,243</b>	<b>99.928</b>
<b>Total</b>		<b>8,28,88,580</b>	<b>6,32,08,856</b>	<b>76.26</b>	<b>6,32,07,613</b>	<b>1,243</b>	<b>99.998</b>	<b>0.002</b>



