

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

Aug 04, 2022

Dear Sir / Madam,

Stock Code - **KOTARISUG**

Sub: 61st Annual General Meeting - Results of Remote E-voting and E-voting at the AGM.

This is in continuation to the Proceedings of the 61st Annual General Meeting of the Company submitted on 03.08.2022 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 61st Annual General Meeting of the Company held on August 03, 2022.

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 04, 2022

Sub: Declaration of Voting Results of the 61st Annual General Meeting held on Wednesday, the 03rd day of August 2022 at 10:30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

The details are as follows:

Sl. No.	Notice Items	Resolutions (Ordinary / Special)	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, 2022, the Reports of the Auditors thereon and Report of the Board of Directors	Ordinary	Remote E - voting & E - voting
2.	Re-appointment of Mrs. Nina B. Kothari (DIN: 00020119) who retires by rotation	Ordinary	
3.	Re-appointment of Statutory Auditors for a second term of five years	Ordinary	
4.	Ratification of Remuneration to Cost Auditor	Ordinary	
5.	Considered and approved the Re-appointment of Mr. Arjun B. Kothari (DIN 07117816) as Managing Director of the Company	Special	
6.	Considered and approved the Re-appointment of Mr. C. V. Krishnan (DIN 01606522) as an Independent Director for second term of five consecutive years.	Special	

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



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 as amended read with Regulation 44 of SEBI (LODR) Regulations, 2015)

To,
The Chairperson,
Kothari Sugars and Chemicals Limited,
Kothari Buildings, No.115,
Nungambakkam High Road,
Chennai-600034

Sub: Consolidated Scrutinizer's Report of the Remote E-Voting and E-Voting conducted at the 61st Annual General Meeting (AGM) of Kothari Sugars and Chemicals Limited held on Wednesday, August 03, 2022 at 10:30 AM held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

1. I, **M. Alagar, Practising Company Secretary (COP No.8196)**, have been appointed as the Scrutinizer by the Board of Directors of **Kothari Sugars and Chemicals Limited ("the Company")** for the **Annual General meeting held on Wednesday, August 03, 2022 at 10:30 AM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")**, pursuant to Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of SEBI (LODR) Regulations, 2015 to conduct the Remote E-Voting for passing the items on the agenda as contained in the AGM Notice dated May 24, 2022 of the 61st Annual General Meeting ("**AGM**") of the Equity Shareholders of the Company.
2. In view of the continuing COVID-19 global pandemic, the Ministry of Corporate Affairs vide its Circular No.20/2020 dated May 05, 2020 read with Circular No.14/2020 dated April 08, 2020 read with Circular No.17/2020 dated April 13, 2020 read with Circular No. 02/2021 dated January 13, 2021 read with Circular No. 21/2021 dated December 14, 2021 and Circular No.02/2022 dated May 05, 2022 (collectively referred to as "**MCA Circulars**") has permitted conducting of Annual General Meeting of the Company through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**") without the physical presence of the members for the meeting at a common venue. Since the AGM is held in pursuance of the above-mentioned circulars, the physical presence of the members has been dispensed with and 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.



3. The management of the Company is responsible to ensure compliance with the requirements of the following for conducting the AGM of the Company through VC / OAVM:
 - i. The Companies Act, 2013 and the rules made thereunder and the Circulars published by Ministry of Corporate Affairs (MCA) in this regard.
 - ii. SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to Remote E-Voting and E-Voting at the AGM on the resolutions contained in the Notice calling the AGM.
4. The Company had availed the voting facility offered by Central Depository Securities Limited (CDSL), for conducting Remote E-voting and E-voting at the AGM, to enable the members to exercise their right to vote by electronic means.
5. My Responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer Report on the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the E-Voting system provided by the Central Depository Services (India) Limited, (CDSL).
6. The Shareholders of the Company holding shares as on the "**Cut-off**" date of (i.e. on Wednesday, July 27, 2022) were entitled to vote on the resolution as set out in the AGM Notice.
7. The remote E-Voting commenced on Saturday, 30th July 2022 at 9.00 A.M. and ended on Tuesday, 2nd August 2022 at 5:00 PM (IST) and the CDSL E-Voting platform was closed in due time. After declaration of voting by the Chairperson, the shareholders present at the AGM through VC / OAVM voted through e-voting facility provided by CDSL at the AGM.
8. The shareholders 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 on remote E-Voting were allowed to cast their votes through E-Voting system during the AGM.
9. After closure of E-Voting at the AGM, the votes cast through E-Voting at the AGM and through remote E-Voting prior to the date of AGM were unblocked in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.
10. Based on the data downloaded from CDSL e-voting system, the total votes cast in "favour" or "against" on all the resolutions proposed in the Notice of the AGM are submitted by me as under:



Resolution No.1

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, the Reports of the Auditors thereon and Report of the Board of Directors **(Ordinary Resolution)**

S.No	Particulars	Total	Assent	Dissent
1.	Number of members voting	93	93	0
2.	Number of votes cast by them	6,26,47,151	6,26,47,151	0
3.	% of votes cast	100	100	0

RESULT:

I 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 E-Voting at the AGM and remote e-voting with requisite majority.

Resolution No.2

To appoint a Director in the place of Mrs. Nina B Kothari, (DIN: 00020119) who retires by rotation and being eligible offers herself for re-appointment. **(Ordinary Resolution)**

S.No	Particulars	Total	Assent	Dissent
1.	Number of members voting	91	87	4
2.	Number of votes cast by them	5,99,63,652	5,93,82,220	5,81,432
3.	% of votes cast	100	99.0304	0.9696

RESULT:

I 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 E-Voting at the AGM and remote e-voting with requisite majority.

Resolution No.3

Re-appointment of Statutory Auditors for a second term of five years **(Ordinary Resolution)**

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	92	89	3
2.	Number of votes cast by them	6,26,47,150	6,26,47,081	69
3.	% of votes cast	100	99.9999	0.0001



RESULT:

I 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 E-Voting at the AGM and remote e-voting with requisite majority.

Resolution No.4

Ratification of Remuneration to Cost Auditor (**Ordinary Resolution**)

S.No	Particulars	Total	Assent	Dissent
1.	Number of members voting	92	90	2
2.	Number of votes cast by them	6,26,47,150	6,26,47,139	11
3.	% of votes cast	100	99.9999	0.0001

RESULT:

I 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 E-Voting at the AGM and remote e-voting with requisite majority.

Resolution No.5

Re-appointment of Mr.Arjun B Kothari (DIN: 07117816) as Managing Director of the Company (**Special Resolution**)

S.No	Particulars	Total	Assent	Dissent
1.	Number of members voting	91	88	3
2.	Number of votes cast by them	6,25,92,683	6,20,11,451	5,81,232
3.	% of votes cast	100	99.0714	0.9286

RESULT:

I 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 E-Voting at the AGM and remote e-voting with requisite majority.



Resolution No.6

To consider and approve the Re-appointment of Mr. C. V. Krishnan (DIN: 01606522) as an Independent Director of the Company- **(Special Resolution)**

S.No	Particulars	Total	Assent	Dissent
1.	Number of members voting	92	90	2
2.	Number of votes cast by them	6,26,47,150	6,26,47,131	19
3.	% of votes cast	100	99.9999	0.0001

RESULT:

I report that the Special Resolution with regard to Resolution No.6 as set out in the Notice of the AGM has been passed by members through E-Voting at the AGM and remote e-voting with requisite majority.

You may accordingly declare the result of the remote E-Voting and E-Voting during the AGM.

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.

Thanking you,

Yours truly,

For **M. Alagar & Associates**


M. Alagar
FCS No: 7488/ COP No: 8196
UDIN: F007488D000732619
Peer Review Certificate No: 1707/2022



for Kothari Sugars and Chemicals Limited


Chairperson

Date: August 03, 2022

Place: Chennai

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:

Resolution No.			1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, the Reports of the Auditors thereon and Report of the Board of Directors.					
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	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	60947600	60947600	100	60947600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		60947600	100	60947600	0	100	0
Public- Institutions	E-Voting	1898135	581164	30.62	581164	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		581164	30.62	581164	0	100	0
Public- Non Institutions	E-Voting	20042845	1118387	5.58	1118387	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1118387	5.58	1118387	0	100	0
TOTAL		82888580	62647151	75.58	62647151	0	100	0



Resolution No.			2. To appoint a Director in the place of Mrs. Nina B Kothari, (DIN: 00020119) who retires by rotation and being eligible offers herself for re-appointment.					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			Yes					
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	60947600	58264102	100	58264102	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		58264102	100	58264102	0	100	0
Public-Institutions	E-Voting	1898135	581164	30.62	0	581164	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		581164	30.62	0	581164	0	100
Public- Non Institutions	E-Voting	20042845	1118386	5.58	1118118	268	99.98	0.02
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1118386	5.58	1118118	268	99.98	0.02
TOTAL		82888580	59963652	72.34	59382220	581432	99.03	0.97



Resolution No.			3. Re-appointment of Statutory Auditors for a second term of five years					
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	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	60947600	60947600	100	60947600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		60947600	100	60947600	0	100	0
Public-Institutions	E-Voting	1898135	581164	30.62	581164	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		581164	30.62	581164	0	100	0
Public- Non Institutions	E-Voting	20042845	1118386	5.58	1118317	69	99.99	0.01
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1118386	5.58	1118317	69	99.99	0.01
TOTAL		82888580	62647150	75.58	62647081	69	99.99	0.01



Resolution No.			4. Ratification of Remuneration to Cost Auditor					
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	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	60947600	60947600	100	60947600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		60947600	100	60947600	0	100	0
Public-Institutions	E-Voting	1898135	581164	30.62	581164	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		581164	30.62	581164	0	100	0
Public- Non Institutions	E-Voting	20042845	1118386	5.58	1118375	11	99.99	0.01
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1118386	5.58	1118375	11	99.99	0.01
TOTAL		82888580	62647150	75.58	62647139	11	99.99	0.01



Resolution No.			5. Re-appointment of Mr. Arjun B Kothari (DIN:07117816) as Managing Director of the Company					
Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			Yes					
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	60947600	60893133	99.91	60893133	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		60893133	99.91	60893133	0	100	0
Public-Institutions	E-Voting	1898135	581164	30.62	0	581164	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		581164	30.62	0	581164	0	100
Public- Non Institutions	E-Voting	20042845	1118386	5.58	1118318	68	99.99	0.01
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1118386	5.58	1118318	68	99.99	0.01
TOTAL		82888580	62592683	75.51	62011451	581232	99.07	0.93



Resolution No.			6. To consider and approve the Re-appointment of Mr. C.V. Krishnan (DIN: 01606522) as an Independent Director of the Company					
Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ 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	60947600	60947600	100	60947600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		60947600	100	60947600	0	100	0
Public-Institutions	E-Voting	1898135	581164	30.64	581164	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		581164	30.64	581164	0	100	0
Public- Non Institutions	E-Voting	20042845	1118386	5.58	1118367	19	99.99	0.01
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1118386	5.58	1118367	19	99.99	0.01
TOTAL		82888580	62647150	75.58	62647131	19	99.99	0.01

