

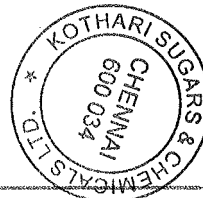
31<sup>st</sup> July 2018

**Sub: Declaration of Voting Results of the 57<sup>th</sup> Annual General Meeting held on Tuesday, the 31<sup>st</sup> day of July 2018 at 10.30 A.M. at The Music Academy, Mini Hall, Old No.306, New No.168, T.T.K. Road, Chennai - 600 014**

The details are as follows:

Sl. No.	Notice Items	Resolutions (Ordinary / Special)	Mode of Voting (E-Voting / Polling Paper)
1.	Consider and adopt: a) The Audited Financial Statements, the Reports of the Board of Directors and Auditors b) The Audited Consolidated Financial Statements & Report of the Auditors thereon for the financial year ended 31 <sup>st</sup> March 2018.	Ordinary	Remote E-voting & Polling Paper
2.	Re-appointment of Mr. Arjun B. Kothari (DIN: 07117816) who retires by rotation	Ordinary	
3.	Ratification of Remuneration to Cost Auditor	Ordinary	
4.	Appointment of Mr.M.Silvester Goldwin, as whole time Director of the Company	Special	
5.	Appointment of Mr.C.V.Krishnan as Independent Director	Ordinary	
6.	Re-appointment of Mr.P.S.Balasubramaniam, Independent Director of the Company	Special	

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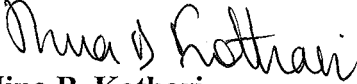
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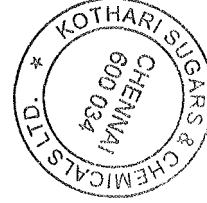
7.	Re-appointment of Mr.V.R.Deenadayalu, Independent Director of the Company	Special	Remote E-voting & Polling Paper
8.	Re-appointment of Mr.P.S.Gopalakrishnan, Independent Director of the Company	Special	

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





# N. Sridharan & Associates

## Company Secretaries

N. SRIDHARAN, M.Com., ML., FCS., MBA.,  
CP No : 7469 FCS : 1646

Cell: 97907 91965 / 94447 71442  
E-mail: ensridaran@gmail.com

### Consolidated Scrutinizer's Report On voting through ballot paper and through remote e-voting

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

To

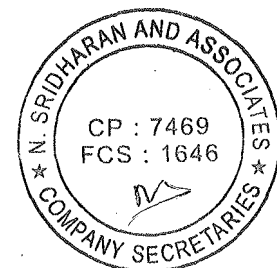
The Chairperson  
Kothari Sugars and Chemicals Limited,  
115, Mahatma Gandhi Road,  
Chennai - 600 034.

Madam,

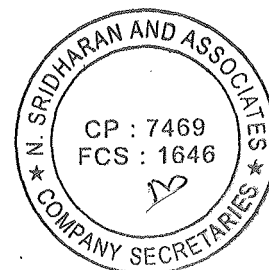
*Reg: Scrutinizer's report in connection with 57th Annual General Meeting of the Company held on Tuesday, the 31<sup>st</sup> July 2018 at 10.30 a.m. at The Music Academy, Mini Hall, Old No. 306, New No. 168 T.T.K Road, Chennai-600014.*

I, N. Sridharan, Company Secretary in Practice, has been appointed by the Board of Directors of Kothari Sugars and Chemicals Limited ("the Company"), as Scrutinizer for the purpose of scrutinizing the remote e-voting process and voting through polling paper at 57th Annual general Meeting (AGM) of the members of the Company, in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through polling paper carried out, as per the provisions of the Companies Act, 2013 and rule 20 of the Companies ( Management and Administration) Rules, 2014, on the resolutions set out in the Notice dated 29th May, 2018 of the 57th AGM of the members of Kothari Sugars and Chemicals Limited, held on the 31<sup>st</sup> July 2018 at 10.30 a.m. at The Music Academy, Mini Hall, New No-168, TTK Road, Royapettah, Chennai - 600 014. Accordingly, I submit the report, on completion of remote e-voting process and voting through polling paper, as under:-

1. The Company has engaged the services of CDSL as the Authorised Agency to provide secured system for remote e-voting process.
2. The remote e-voting period remained open from Friday 09.00 a.m. on 27<sup>th</sup> July , 2018 to up to Monday 05.00 p.m. on 30<sup>th</sup> July , 2018.



3. The cut-off date for the purpose of determining the entitlement for voting, by remote e-voting or voting through polling paper, on the proposed resolutions was 24<sup>th</sup> July 2018.
4. After the close of period for remote e-voting, the details of members, such as their names, folio numbers, numbers of shares held, who had cast votes through remote e-voting, were downloaded from the e-voting website of CDSL, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the 57<sup>th</sup> AGM.
5. At the 57<sup>th</sup> AGM, after the announcement of polling paper availability by the Chairperson, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
6. The locked ballot box was subsequently opened in my presence along with two witnesses 1. Mr. R. Santhosh and 2. Mr. S Krishnan, who are not in the employment of the Company and poll papers was diligently scrutinized.
7. The polling papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
8. After counting the votes cast by the members present at the 57<sup>th</sup> AGM, through polling paper, the votes cast through remote e-voting were unblocked on 31<sup>st</sup> July, 2018, around 11.30 p m in the presence of two witnesses, 1, Mr. R. Santhosh and 2. Mr.S Krishnan who are not in the employment of the Company.
9. Thereafter, the details containing, inter alia, the information about equity shareholders voting 'For' and 'Against' the resolutions, were generated from the e-voting website of CDSL.
10. Based on reports generated from the e-voting website of CDSL and voting through polling paper at the 57<sup>th</sup> AGM , the consolidated report on the result of voting on each resolution are given hereunder:



**Item No.1**

**Resolution: Ordinary**

**To consider and adopt:**

**(a) The audited financial statements of the Company for the financial year ended March 31, 2018, the Reports of the Board of Directors and Auditors and**

**(b) The audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the report of the Auditors thereon.**

(i) Voted '**FOR**' the resolution:

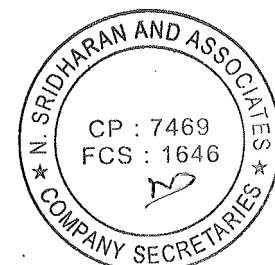
Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	22	62544226	99.9608
Voting through polling paper (in person or by proxy)	10	24537	0.0392
<b>Total</b>	<b>32</b>	<b>62568763</b>	<b>100.0000</b>

(ii) Voted '**AGAINST**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Votes '**Invalid**'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



I report that the above Resolution has been passed by the shareholders as an Ordinary Resolution  
Item No.2

**Resolution - Ordinary**

To appoint a Director in the place of Mr. Arjun Kothari (Din 07117816) who retires by rotation as a Director and being eligible offers himself for re-appointment.

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	21	62529826	99.9608
Voting through polling paper (in person or by proxy)	10	24537	0.0392
<b>Total</b>	<b>31</b>	<b>62554363</b>	<b>100.0000</b>

**Note:** Twenty Two shareholders voted through remote e-voting, one shareholder holding 14400 shares abstained from voting.

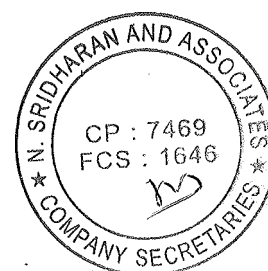
(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Votes 'Invalid'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

I report that the above Resolution has been passed by the shareholders as an Ordinary Resolution.



**Item No.3**

**Resolution - Ordinary**

**To ratify payment of remuneration to Cost Auditor**

Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	22	62544226	99.9608
Voting through polling paper (in person or by proxy)	10	24537	0.0392
<b>Total</b>	<b>32</b>	<b>62568763</b>	<b>100.0000</b>

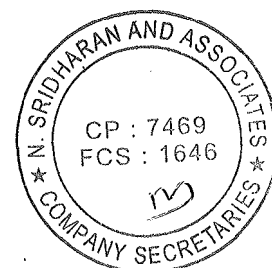
(i) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(ii) Votes 'Invalid'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**I report that the above Resolution has been passed by the shareholders as an Ordinary Resolution.**



**Item No.4**

**Resolution - Special Resolution**

**Appointment of Mr. M. Silvester Goldwin as Whole time Director of the Company**

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	22	62544226	99.9608
Voting through polling paper (in person or by proxy)	10	24537	0.0392
<b>Total</b>	<b>32</b>	<b>62568763</b>	<b>100.0000</b>

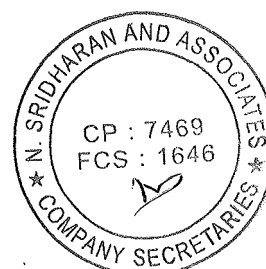
(i) Voted '**AGAINST**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(ii) Votes '**Invalid**'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**I report that the above Resolution has been passed by the shareholders as Special Resolution.**





**Item No.5**

**Resolution - Ordinary Resolution**

**Appointment of Mr. C V Krishnan as Independent Director of the Company**

(i)Voted '**FOR**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	21	62543617	99.9608
Voting through polling paper (in person or by proxy)	9	24537	0.0392
<b>Total</b>	<b>30</b>	<b>62568154</b>	<b>99.999</b>

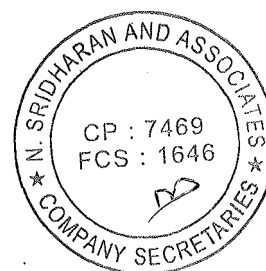
(ii)Voted '**AGAINST**' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	1	609	0.001
Voting through polling paper (in person or by proxy)	0	0	0
<b>Total</b>	<b>1</b>	<b>609</b>	<b>0.001</b>

(iii) Votes '**Invalid**'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**I report that the above Resolution has been passed by the shareholders as an Ordinary Resolution.**



**Item No.6**

**Resolution - Special Resolution**

**Re-appointment of Mr. P. S. Balasubramaniam Independent Director of the Company**

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	22	62544226	99.9608
Voting through polling paper (in person or by proxy)	10	24537	0.0392
<b>Total</b>	<b>32</b>	<b>62568763</b>	<b>100.0000</b>

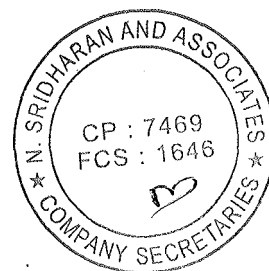
(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Votes 'Invalid'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**I report that the above Resolution has been passed by the shareholders as Special Resolution.**



**Item No.7**

**Resolution - Special Resolution**

**Re-appointment of Mr. V R Deenadayalu Independent Director of the Company**

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	21	62543617	99.9608
Voting through polling paper (in person or by proxy)	9	24537	0.0392
<b>Total</b>	<b>30</b>	<b>62568154</b>	<b>99.999</b>

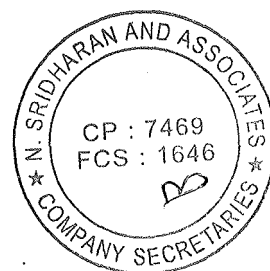
(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	1	609	0.001
Voting through polling paper (in person or by proxy)	0	0	0
<b>Total</b>	<b>1</b>	<b>609</b>	<b>0.001</b>

(iii) Votes 'Invalid'

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**I report that the above Resolution has been passed by the shareholders as Special Resolution.**



**Item No.8****Resolution - Special Resolution****Re-appointment of Mr. P. S. Gopalakrishnan Independent Director of the Company**

(i) Voted 'FOR' the resolution:

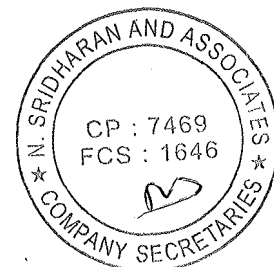
Mode of Voting	Number of members voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting	22	62544226	99.9608
Voting through polling paper (in person or by proxy)	10	24537	0.0392
<b>Total</b>	<b>32</b>	<b>62568763</b>	<b>100.0000</b>

(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Votes 'Invalid'

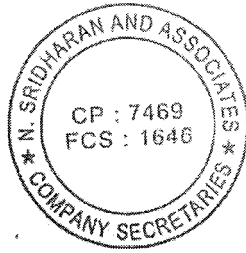
Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-voting	0	0
Voting through polling paper (in person or by proxy)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**I report that the above Resolution has been passed by the shareholders as Special Resolution.**

The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at the 57th AGM shall remain in my 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 safe Keeping.

Thanking You.  
Yours faithfully,  
For N.SRIDHARAN & ASSOCIATES,

*N. Sridharan*  
N.SRIDHARAN  
COMPANY SECRETARY  
CP NO- 7469



For Kothari Sugars and Chemicals Limited

*Uma Kothari*  
Chairman

Place: Chennai  
Date: 31-07-2018