



N. Sridharan & Associates

Company Secretaries

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Old No.27, New No.67,
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West Mambalam, Chennai - 600 033.

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Report of Scrutinizer

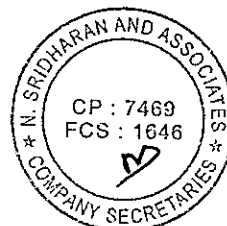
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To
The Chairman of
53rd Annual General Meeting of the Equity Shareholders of
Kothari Sugars and Chemicals Limited
Held on 03.09.2014 at
The Music Academy ,Mini Hall,
New no .168, TTK Road,
Royapettah,
Chennai 600 014.

Dear Sir,

I, N. Sridharan, Company Secretary in Practice, appointed as Scrutinizer for the purpose of the e-voting / poll on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of M/s. Kothari Sugars and Chemicals Limited, held on Wednesday September 3rd, 2014 at 10.30 A.M at The Music Academy, Mini Hall, New no .168, TTK Road, Royapettah, Chennai 600014, submit my report as under:

1. The Annual General Meeting was held at 10.30 am and at the end of the meeting after answering all the queries raised by the members, Mr. B H Kothari, Chairman informed the results of the e-voting for each resolution mentioned in the notice and stated that the resolutions were approved unanimously.
2. As there was no physical polling, the result of the e-voting is as under:





Item No.1

Resolution: Ordinary

To consider and adopt:

(a) the audited financial statement of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors and

(b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2014.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	62587248	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0%

Item No.2

Resolution – Ordinary

Declaration of Dividend on Equity Shares

(i) Voted in favor of the resolution:

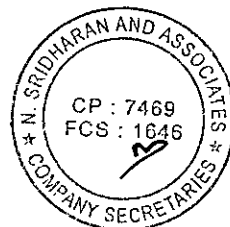
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	62587248	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0%



Item No.3
Resolution – Ordinary

Re-appointment of Mr. B.H Kothari who retires by rotation

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	62587248	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0%

Item No.4
Resolution – Ordinary

Appointment of Auditors

(i) Voted in favor of the resolution:

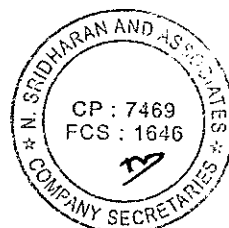
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	62587248	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0%





Item No.5

Resolution – Ordinary

Appointment of Mrs. Nina Bhadrashyam Kothari as Director

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	62587248	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0%

Item No.6

Resolution – Ordinary

Appointment of Mr. P. S. Gopalakrishnan as Independent Director

(i) Voted in favor of the resolution:

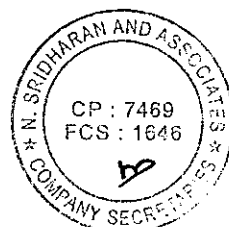
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	62587248	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0%





Item No.7

Resolution – Ordinary

Appointment of Mr. V.R Deenadayalu as Independent Director

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	62587248	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0%

Item No.8

Resolution – Ordinary

Appointment of Mr. P.S. Balasubramanian as Independent Director

(i) Voted in favor of the resolution:

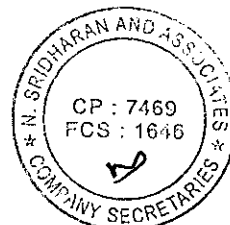
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	62587248	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0%





Item No.9
Resolution – Special

Consent under section 180(1)(c) of the Companies Act, 2013 for a borrowing

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	62587248	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0%

Item No.10
Resolution – Special

Consent under section 180(1)(a) of the Companies Act, 2013 to create charge, mortgages etc.,

(i) Voted in favor of the resolution:

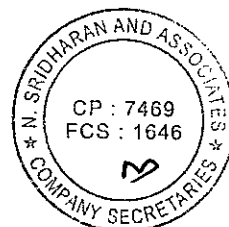
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	62587248	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0%



**Item No.11
Resolution – Ordinary**

Approval of Remuneration to Cost Auditor

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	62587248	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

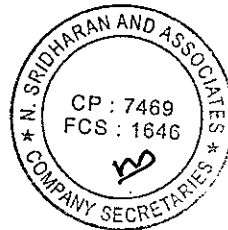
(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0%

For N.SRIDHARAN & ASSOCIATES,

N. Sridharan

Place: Chennai
Date: 03.09.2014



N.SRIDHARAN
COMPANY SECRETARY
CP NO- 7469