



N. Sridharan & Associates

Company Secretaries

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Consolidated Report of Scrutinizer on remote e-voting and voting through polling paper

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairperson

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

Dear Sir,

Reg: Scrutinizer's report in connection with 54th Annual General Meeting of the Company held on Tuesday the 11th August 2015 at 10.30 a.m. at The Music Academy, Mini Hall, 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 54th 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 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, on the resolutions set out in the Notice dated 29th May, 2015 of the 54th AGM of the members of Kothari Sugars and Chemicals Limited, held on 11th day of August, 2015 at 10.30 a.m. at The Music Academy, Mini Hall, New No-168, TTK Road, Royapettah, Chennai - 600014.

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 09.00 a.m. on August 07, 2015 up to 05.00 p.m. on August 10, 2015.
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 04th August, 2015.
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 casted votes through remote e-voting, were downloaded from the e-voting website of CDSL, for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 54th AGM.
5. At the 54th AGM, after the declaration of Poll 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. Ms. Neha Mohta and 2. Mr. N. Nagarajan who is 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 casted by the members and proxy holders present at the 54th AGM, through polling paper, the votes casted through remote e-voting were unblocked on 11th August, 2015, around 12.30 P.M in the presence of two witnesses, Ms. Neha Mohta and Mr. N. Nagarajan 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 54th 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 statement of the Company for the financial year ended March 31, 2015, 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, 2015.

(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	62933778	100%
Voting through polling paper (in person or by proxy)	18	167369	100%
Total	40	63101147	100%

(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
Total	0	0	0

(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)	1	25
Total	1	25





Item No.2

Resolution - Ordinary

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.

(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	20	60248280	99.997%
Voting through polling paper (in person or by proxy)	18	167369	100%
Total	38	60415649	99.997%

(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	2000	0.003%
Voting through polling paper (in person or by proxy)	0	0	0
Total	1	2000	0.003%

(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)	1	25
Total	1	25

Note: ID- IN30154950784644 holding2683498 has not voted for the resolution no.2.



Item No.3
Resolution - Ordinary

To appoint M/s. R. Subramanian and Company., Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration.

(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	62933778	100%
Voting through polling paper (in person or by proxy)	17	167359	99.994%
Total	39	63101137	99.999%

(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)	1	10	0.006%
Total	1	10	0.006%

(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)	1	25
Total	1	25



Item No.4

Resolution - Ordinary

Appointment of Mr. Arjun B Kothari as Director

(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	20	62917378	99.997%
Voting through polling paper (in person or by proxy)	18	167369	100%
Total	38	63084747	99.997%

(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	2000	0.003%
Voting through polling paper (in person or by proxy)	0	0	0
Total	1	2000	0.003%

(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)	1	25
Total	1	25

Note: ID- IN30047640105842 holding 14400 has not voted for the resolution no.4 &5.





Item No.5

Resolution - Special

Appointment of Mr. Arjun B Kothari as Managing Director and Whole Time Key Managerial Person

(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	20	62917378	99.997%
Voting through polling paper (in person or by proxy)	18	167369	100%
Total	38	63084747	99.997%

(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	2000	0.003%
Voting through polling paper (in person or by proxy)	0	0	0
Total	1	2000	0.003%

(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)	1	25
Total	1	25





Note: ID- IN30047640105842 holding 14400 has not voted for the resolution no.4 &5.

Item No.6

Resolution - Ordinary

Approval of Remuneration to Cost Auditor

(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	62931778	99.997%
Voting through polling paper (in person or by proxy)	17	167354	99.991%
Total	38	63099132	99.997%

(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	2000	0.003%
Voting through polling paper (in person or by proxy)	1	15	0.009%
Total	2	2015	0.0032%

(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)	1	25
Total	1	25

All the resolutions are passed with requisite majority.





The Summary of the report is given below:

Reso lutio n No.	Resolution Particulars	E-VOTING			POLL		
		FOR	AGAINST	INVALID	FOR	AGAINST	INVALID
1.	Adoption of (a) the audited financial statement of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors and Auditors b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2015.	62933778	0	0	167369	0	25
2.	Re-appointment of Mrs. Nina B Kothari, (DIN: 00020119)	60248280	2000	0	167369	0	25
3.	To appoint M/s. R. Subramanian and Company., Chartered Accountants as Statutory Auditors of the Company.	62933778	0	0	167359	10	25
4.	Appointment of Mr. Arjun B Kothari as Director	62917378	2000	0	167369	0	25
5.	Appointment of Mr. Arjun B Kothari as Managing Director and Whole Time Key Managerial Person	62917378	2000	0	167369	0	25
6.	Approval of Remuneration to Cost Auditor	62931778	2000	0	167354	15	25





Note: In Poll Partial Abstain Votes is 330. (Demat ID- IN30290241551903 out of 2250 shares he has voted only 2000 shares and Demat Id – IN30047640423946 out of 250 shares he has voted only 170 Shares.)

11. The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at the 54th 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

For **N.SRIDHARAN & ASSOCIATES**

N. Sridharan

N.SRIDHARAN
COMPANY SECRETARY
CP NO.: 7469



M. S. Kothari

For Kothari Sugars and Chemicals Limited

Place: Chennai
Date: 11.08.2015

Chairman