

08th September 2017

Sub: Declaration of Voting Results of the 56th Annual General Meeting held on Friday, the 08th day of September 2017 at 10.15 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 st March 2017.	Ordinary	Remote E-voting & Polling Paper
2.	Declaration of Dividend	Ordinary	
3.	Re-appointment of Mrs. Nina B. Kothari (DIN: 00020119) who retires by rotation	Ordinary	
4.	Appointment of Statutory Auditor	Ordinary	
5.	Ratification of Remuneration to Cost Auditor	Ordinary	

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.,
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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 56th Annual General Meeting of the Company held on Friday, the 8th September 2017 at 10.15 a.m. at The Music Academy, Mini Hall, 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 56th 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 30th May, 2017 of the 56th AGM of the members of Kothari Sugars and Chemicals Limited, held on 8th day of September, 2017 at 10.15 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 4th September, 2017 up to 05.00 p.m. on 7th September, 2017.





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 1st September, 2017.
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 56th AGM.
5. At the 56th 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. Mr. S. Krishnan and 2.Ms.B. Madhu, 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 56th AGM, through polling paper, the votes cast through remote e-voting were unblocked on 8th September, 2017, around 12.00' noon in the presence of two witnesses, 1. Mr. S. Krishnan and 2.Ms.B. Madhu 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 56th 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, 2017, 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, 2017 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	21	62806348	100
Voting through polling paper (in person or by proxy)	11	3778	100
Total	32	62810126	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	1
Total	1	1*

*One shareholder holding 1share abstained from voting.



Item No.2
Resolution – Ordinary

To declare a dividend of Rs.0.50 per equity share of face value of Rs.10/- for the financial year 2016-2017.

(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	62806348	100
Voting through polling paper (in person or by proxy)	12	3779	100
Total	33	62810127	100

Note:

(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)	0	0
Total	0	0





Item No.3

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	19	60122849	100
Voting through polling paper (in person or by proxy)	12	3779	100
Total	31	60126628	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	1	1	100
Voting through polling paper (in person or by proxy)	0	0	0
Total	1	1	100

(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	1	2683498*
Voting through polling paper (in person or by proxy)	0	0
Total	1	2683498

*One shareholder holding 2683498 shares abstained from voting.





Item No.4

Resolution – Ordinary

Appointment of Statutory Auditors

(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	62806347	100
Voting through polling paper (in person or by proxy)	12	3779	100
Total	32	62810126	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	1	1	100
Voting through polling paper (in person or by proxy)	0	0	0
Total	1	1	100

(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
Total	0	0



Item No.5
Resolution – Ordinary
Ratification 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	20	62806347	100
Voting through polling paper (in person or by proxy)	11	3774	100
Total	31	62810121	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	1	1	100
Voting through polling paper (in person or by proxy)	1	5	100
Total	2	6	100

(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
Total	0	0





N. Sridharan & Associates

11. The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at the 56th 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.

I report that all the Resolutions have been passed by the shareholders with requisite majority.

Thanking You,
Yours faithfully,

For N.SRIDHARAN & ASSOCIATES,

N. Sridharan

N.SRIDHARAN
COMPANY SECRETARY
CP NO- 7469

Place: Chennai
Date: 08/09/2017



M. D. Kothari
For Kothari Sugars and Chemicals Limited

Chairman