

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

August 07, 2019

Dear Sir / Madam,

Stock Code - **KOTARISUG**

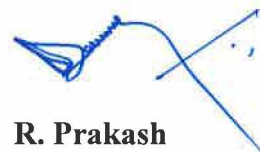
Sub: 58th Annual General Meeting E-voting and Polling Paper Results

In compliance of the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed voting results along with Scrutinizer Report on the Resolutions passed at the 58th Annual General Meeting of the Company held on August 07, 2019.

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



07th Aug 2019

Sub: Declaration of Voting Results of the 58th Annual General Meeting held on Wednesday, the 07th day of Aug 2019 at 10.00 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 the Audited Financial Statements, the Reports of the Board of Directors and Auditors for the financial year ended 31 st March 2019.	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.	Ratification of Remuneration to Cost Auditor	Ordinary	
5.	Re-appointment of Mr.Arjun B.Kothari, as Managing 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

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)

To,

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

Madam,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended and voting by ballot paper conducted at the venue of the 58th Annual General Meeting (AGM) of Kothari Sugars and Chemicals Limited held on Wednesday, August 07, 2019 at 10:00 AM held at "The Music Academy, Mini Hall, Old No.306, New No.168, T.T.K. Road, Chennai - 600 014".

- 1. I, M. Alagar, Practising Company Secretary (COP No.8196),** has been appointed as the Scrutinizer by the Board of Directors of **Kothari Sugars and Chemicals Limited ("the Company")**, 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 process for passing the items on the agenda as contained in the AGM Notice dated May 21, 2019 and voting by ballot paper at the venue of the 58th Annual General Meeting ("AGM") of the Equity Shareholders of the Company.
- 2. The management of the Company is responsible to ensure compliance with the requirements of (i) The Companies Act, 2013 and the rules made thereunder and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM.**
- 3. 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) and vote cast through ballot paper at the venue of the Annual General Meeting.**



4. The Company had availed the remote e-voting facility offered by Central Depository Securities Limited (CDSL), for conducting remote e-voting, to enable the members to exercise their right to vote by electronic means.
5. The Company had also provided the facility for voting through ballot paper to the shareholders present at the AGM, who had not cast their vote earlier through remote e-voting facility. The Shareholders of the Company holding shares as on the "**Cut-off**" date of (i.e. on Wednesday, July 31, 2019) were entitled to vote on the resolution as set out in the AGM Notice.
6. The remote e-voting commenced on Saturday, 03rd August, 2019, 9:00 AM (IST) and ended on Tuesday, 06th August, 2019 at 5:00 PM (IST) and members were requested to cast their votes electronically conveying their Assent or Dissent in respect of the Resolutions on remote e-voting platform provided by CDSL.
7. At the 58th Annual General Meeting, the Chairperson announced the availability of Poll by use of ballot paper, ballot box were locked and kept for voting in my presence with due identification marks placed by me. The ballot box subsequently on close of voting hours, were opened in the presence of Mr.D.Saravanan and Ms.M.Kalpana, who are not the employees of the company and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialled by me. The ballots were reconciled with the records maintained by the Registrar and Transfer Agents ("the RTA") of the Company and the authorizations lodged with the Company.
8. The polling papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately. I found 1 invalid polling paper which was not counted for the results. The votes cast by use of ballots at the meeting were counted first.
9. After counting the votes cast by the members present at the venue of the AGM, through polling papers, the votes cast through remote e-voting were unblocked on August 07, 2019 around 11.30 a.m. in the presence of Mr.D.Saravanan and Ms.M.Kalpana who are not the employees of the company.
10. The consolidated e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of "CDSL" (<https://www.evotingindia.com>) and based on votes casted through ballot paper, the results are as under.



Resolution No.1

To consider and adopt the Audited financial statements of the Company for the financial year ended March 31, 2019, the Reports of the Board of Directors and Auditors thereon – **(Ordinary Resolution)**

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes – remote e-voting	62000502	62000502	-
2.	Total of number of valid votes – by Ballot Paper	59190	59110	80
3.	Total of above (1+2)	62059692	62059612	80
4.	% of valid votes cast		100	-

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 poll at the AGM and through remote e-voting with requisite majority.

Resolution No.2

To declare a dividend of Re.0.50 paise (Rupee Fifty paise only) per equity share of the face value of Rs. 10/- for the financial year 2018-19-**(Ordinary Resolution)**

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes – remote e-voting	62000502	62000502	-
2.	Total of number of valid votes – by Ballot Paper	59190	59110	80
3.	Total of above (1+2)	62059692	62059612	80
4.	% of valid votes cast		100	-

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 poll at the AGM and through remote e-voting with requisite majority.



Resolution No.3

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.	Total number of valid votes - remote e-voting	62000502	62000497	5
2.	Total of number of valid votes - by Ballot Paper	59190	59110	80
3.	Total of above (1+2)	62059692	62059607	85
4.	% of valid votes cast		100	-

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 poll at the AGM and through remote e-voting with requisite majority.

Resolution No.4

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

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes - remote e-voting	62000502	62000502	-
2.	Total of number of valid votes - by Ballot Paper	59190	27111	32079
3.	Total of above (1+2)	62059692	62027613	32079
4.	% of valid votes cast		99.95	0.05

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 poll at the AGM and through remote e-voting with requisite majority.



Resolution No.5

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

S.No	Particulars	Total	Assent	Dissent
1.	Total number of valid votes – remote e-voting	62000502	62000497	5
2.	Total of number of valid votes – by Ballot Paper	59190	59110	80
3.	Total of above (1+2)	62059692	62059607	85
4.	% of valid votes cast		100	-

RESULT:

As the number of votes cast in favour of the resolution was not less than three times of the number of votes cast against, 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 poll at the AGM and through remote e-voting with requisite majority.

You may accordingly declare the result of the remote e-voting and ballot paper.

Voting details as required under Regulation 44 of SEBI LODR is enclosed as Annexure I of this report.

The Register, all other papers and relevant records relating to remote e-voting and ballot papers at the 58th 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
F.C.S. – 7488
C.P No. 8196



For Kothari Sugars and Chemicals Limited

Arjun B Kothari

Chairman

Date: August 07, 2019
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 – Adoption of Audited financial statements of the Company for the financial year ended March 31, 2019, the Reports of the Board of Directors and Auditors thereon					
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 or 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	60907533	60907533	100	60907533	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	60907533	60907533	100	60907533	0	100	0
Public-Institutions	E-Voting	2268171	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	2268171	0	0	0	0	0	0
Public- Non Institutions	E-Voting	19712876	1092969	5.54	1092969	0	100	0
	Poll		59190	0	59110	80	99.86	0.14
	Postal Ballot (if applicable)							
Total		19712876	1152159	5.84	1152079	80	99.99	0.01
		82888580	62059692	74.87	62059612	80	100	0



Resolution No.			2 - Declaration of dividend of Rs.0.50 paise per equity share of the face value of Rs. 10/- for the financial year 2018-19					
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	60907533	60907533	100	60907533	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	60907533	60907533	100	60907533	0	100	0
Public- Institutions	E-Voting	2268171	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	2268171	0	0	0	0	0	0
Public- Non Institutions	E-Voting	19712876	1092969	5.54	1092969	0	100	0
	Poll		59190	0	59110	80	99.86	0.14
	Postal Ballot (if applicable)							
Total		19712876	1152159	5.84	1152079	80	99.99	0.01
		82888580	62059692	74.87	62059612	80	100	0



Resolution No.			3 – Appointment of 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	60907533	60907533	100	60907533	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	60907533	60907533	100	60907533	0	100	0
Public- Institutions	E-Voting	2268171	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	2268171	0	0	0	0	0	0
Public- Non Institutions	E-Voting	19712876	1092969	5.54	1092964	5	100	0
	Poll		59190	0	59110	80	99.86	0.14
	Postal Ballot (if applicable)							
Total		19712876	1152159	5.84	1152074	85	99.99	0.01
		82888580	62059692	74.87	62059607	85	100	0



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	60907533	60907533	100	60907533	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	60907533	60907533	100	60907533	0	100	0
Public- Institutions	E-Voting	2268171	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	2268171	0	0	0	0	0	0
Public- Non Institutions	E-Voting	19712876	1092969	5.54	1092969	0	100	0
	Poll		59190	0	27111	32079	45.8	54.2
	Postal Ballot (if applicable)							
Total		19712876	1152159	5.84	1120080	32079	97.22	2.78
		82888580	62059692	74.87	62027613	32079	99.95	0.05



Resolution No.			5 – Re-appointment of Mr. Arjun B Kothari, 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	60907533	60907533	100	60907533	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	60907533	60907533	100	60907533	0	100	0
Public-Institutions	E-Voting	2268171	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	2268171	0	0	0	0	0	0
Public- Non Institutions	E-Voting	19712876	1092969	5.54	1092964	5	100	0
	Poll		59190	0	59110	80	99.86	0.14
	Postal Ballot (if applicable)							
Total		19712876	1152159	5.84	1152074	85	99.99	0.01
		82888580	62059692	74.87	62059607	85	100	0

