Kothari
SUGARS AND CHEMICALS LTD

**Kothari Sugars and Chemicals Limited**
Regd. off.: "Kothari Buildings", No.115, M.G.Salai, Nungambakkam, Chennai - 600 034.
Phone : 044-35225500 / 501 www.hckotharigroup.com/kscl

HCK GROUP

Nov 13, 2026

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

Dear Sir/ Madam,

Symbol - **KOTARISUG**

**Sub**: **Voting Results and the Scrutinizer's Report in relation to the Scheme of amalgamation between Kothari Sugars and Chemicals Limited ("KSCL" or "Transferor Company") with and into Kothari Petrochemicals Limited ("KPL" or "Transferee Company") and their respective shareholders and creditors - Results of Remote E-voting and E-voting at the Equity Shareholders Meeting.**

**Ref:** Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations")

1. This is in continuation to the Proceedings of the Hon'ble National Company Law Tribunal ("NCLT") Convened Meeting of the Equity Shareholders Kothari Sugars and Chemicals Limited submitted on 13.11.2026 and in compliance with the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith voting results along with Scrutinizer Report on the Resolution passed at the Meeting of the Company held on Nov 13, 2026.

2. The Hon'ble NCLT, vide its Order dated September 30, 2026, had appointed Mr. Biswarup Acharya, as the Scrutinizer of the meeting for scrutinizing the processes of remote e-voting as well as voting at the Meeting (i.e. remote e-voting and by e-voting at the Meeting). As per the Scrutinizer's Report, the Resolution for approval of the Scheme as set out in the Notice dated October 09, 2026, have been duly approved by the requisite majority of the equity shareholders of the Company and deemed to be passed as on Nov 13, 2026, as prescribed under section 230(6) of the Companies Act, 2013 read with the SEBI Master Circular on Scheme of Arrangement dated June 20, 2023.

Kindly acknowledge and take this into your records.

Thanking You,

Yours faithfully

*for* **Kothari Sugars & Chemicals Limited**

RAJAGOPAL PRAKASH
Digitally signed by RAJAGOPAL PRAKASH
Date: 2026.11.13 22:49:17 +05'30'

KOTHARI SUGARS AND CHEMICALS LIMITED
CHENNAI
600 034

**R. Prakash**
Company Secretary & Compliance Officer

Encl: as above

**Dr. Biswarup Acharya**
(MA, LL.B, Ph.d)
Professor Para, College Square
Cuttack - 753003, Odisha

**Dr. Biswarup Acharya**
Advocate, Orissa High Court
Enrollment No : O-418/09.05.2009
Mob. : 7978916552
Email : leo.biswarup@gmail.com

Date : .....

## SCRUTINIZER'S REPORT

**EQUITY SHAREHOLDERS OF KOTHARI SUGARS AND CHEMICALS LIMITED**
(Voting through remote e-voting / e-voting, CDSL)

**PURSUANT TO THE COMMON ORDER PASSED BY THE NATIONAL COMPANY LAW TRIBUNAL, DIVISION BENCH (COURT 1), CHENNAI, DATED SEPTEMBER 30, 2026**

**IN THE MATTER OF SCHEME OF AMALGAMATION BETWEEN**

**KOTHARI SUGARS AND CHEMICALS LIMITED**
(Applicant Company - 1 / Transferor Company)
**AND**
**KOTHARI PETROCHEMICALS LIMITED**
(Applicant Company - 2 / Transferee Company)
**AND**
**THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

To

**Dr. VRK Badarinath Nandula,**
The Chairperson Appointed by the Hon'ble NCLT, Division Bench - I, Chennai, for the Equity Shareholders Meeting of Kothari Sugars and Chemicals Limited (Applicant Company - 1 / Transferor Company)

**Ref:** Orders passed by NCLT, Division Bench - I, Chennai dated September 30, 2026, in CA(CAA)/72(CHE)/2026 along with the proposed scheme of Amalgamation.

**Sub: Scrutinizer's Report for the remote e-voting and e-voting at the Meeting of Equity Shareholders of Kothari Sugars and Chemicals Limited which was convened through video conferencing ("VC")/ other audio-visual means ("OAVM") on 13th November 2026 at 10:30 AM as per the directions of the Hon'ble National Company Law Tribunal, Chennai in the matter of Scheme of Amalgamation under Section 230-232 and other relevant provisions of the Companies Act, 2013.**

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Dear Sir,

1. I, Biswarup Acharya, Advocate was appointed as a Scrutiniser for the meeting of the Equity Shareholders of Kothari Sugars and Chemicals Limited by the National Company Law Tribunal, Chennai Bench ("NCLT" or "Tribunal") vide Order dated September 30, 2026, for the purpose of scrutinizing the e-voting on the Resolution contained in the Notice of meeting of Equity Shareholders of Kothari Sugars and Chemicals Limited. The meeting was convened pursuant to the directions contained in the Hon'ble NCLT Order and in accordance with applicable provisions of the Companies Act, 2013 and the rules made thereunder.

2. The Company has ensured compliance with respect to the provisions of the Companies Act, 2013 and other relevant sub-ordinate legislation relating to remote e-voting through CDSL by the Equity Shareholders of the Company on the Resolution contained in the notice. Further as a Scrutinizer, I have ensured that the e-voting process of the meeting is conducted in a fair and transparent manner and based on the auto generated Final voting report downloaded from my login in the e-voting India website, I have prepared the report containing the total votes casted "In favour" and "against" on the said Resolution.

**I DO SUBMIT MY REPORT AS HEREUNDER:**

3. In compliance with the above referred Order dated September 30, 2026 passed by the Hon'ble NCLT, the Company has completed service and dispatch of notices along with the explanatory statement under Section 230 - 232 and Section 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 setting out the facts and other relevant annexures etc. to the Equity Shareholders of the Company through their registered email addresses and physical letter containing the weblink and QR Code to access the notice of the meeting and all annexures to those whose email id's are not available with the Company and has also been hosted on the website of the Company https://www.hckotharigroup.com/kscl/ and website of the stock exchange National Stock Exchange of India Limited as well as published meeting advertisement in Indian Express (All India Editions) (English), Dina Thanti (Tamil Nadu Editions) (Tamil) newspapers on October 12, 2026.

4. The Equity Shareholders as on Friday, November 06, 2026 (cut-off date for Equity Shareholders) were entitled to vote on the Resolution set out in the Notice through remote e- voting and e-voting at the meeting.

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5. The Company had engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing the facility of remote e-voting prior to the Meeting and e-voting during the Meeting. The voting period for remote e-voting commenced on Tuesday, November 10, 2026, at 09:00 a.m. (09:00 hrs) IST and ended on November 12, 2026, at 5:00 p.m. (17:00 hrs) IST. The remote e-voting module was disabled by CDSL for voting thereafter.

6. The Equity Shareholders meeting was convened on Friday, November 13, 2026, at 10:30 A.M. by the directions of the orders referred above through Webex and the meeting was called to order by the Chairperson since the requisite quorum was present.

7. The Company has also provided e-voting facility for those Equity Shareholders who had not cast their vote on the Resolution earlier by availing the remote e-voting facility prior to the meeting. The meeting was attended virtually by 49 Equity Shareholders. The remote e-voting module was kept open for voting for a period of 30 minutes after the conclusion of the meeting. Thereafter, the voting was blocked by me on the CDSL e-voting website at 11.15 A.M.

8. During the course of the said meeting, the Chairperson after reading out the Resolution, directed the management to explain the rationale, salient features and objective of the scheme. The same was explained by the management and thereafter, the Chairperson directed commencement of e-voting. After the conclusion of the e-voting, the final report was downloaded from my login.

9. There were no proxies since the meeting is conducted through e-voting / remote e-voting.

10. The Resolution as set out in the notice is reproduced below:

*"**RESOLVED THAT** in accordance with the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, ("Act") the National Company Law Tribunal Rules 2016 and any other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), the rules including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, circulars and notifications made thereunder and the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by SEBI (as amended from time to time), read with the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023 issued by the SEBI and other circulars/guidelines*

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*issued by SEBI as may be applicable to the scheme of amalgamation from time to time, the observation letter dated August 19th, 2026 issued by National Stock Exchange of India Limited and all other provisions of the applicable laws, or any amendments thereto or modifications thereof, the Memorandum and Articles of Association of the Company, and subject to the approval of the Hon'ble NCLT and such other approvals as may be necessary or as may be directed by the Hon'ble NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this Resolution), the Scheme of Amalgamation between Kothari Sugars and Chemicals Limited and Kothari Petrochemicals Limited and their respective shareholders and creditors placed before this meeting, be and is hereby approved.*

***RESOLVED FURTHER THAT*** *for the purpose of giving effect to the above Resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and / or making such adjustments in the books of accounts, transfer/vesting of such assets and liabilities as considered necessary to give effect to the above Resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalize the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon the sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/Government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any*

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*changes and/or modifications are suggested/ required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and/or creditor of the Company, the SEBI, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc. (including any alterations or modifications in the documents executed or to be executed) as may be required from time to time in connection with the Scheme."*

11. The results of the voting seeking approval of Equity Shareholders of the Company to the proposed scheme is as under:

**i. Votes in favour of the Resolution**

| Mode of voting | Number of Equity Shareholders who voted (In Favour) | % of the total number of Equity Shareholders who voted (In Favour) | Number of valid votes cast by them (Number of Shares) (In Favour) | % of valid votes cast (In Favour) |
|---|---|---|---|---|
| Remote e-voting | 75 | 88.2353 | 6,21,68,522 | 99.9990 |
| E- voting at the meeting | 5 | 5.8823 | 23 | 0.0000 |
| **Total** | **80** | **94.1176** | **6,21,68,545** | **99.9990** |

**ii. Votes against the Resolution**

| Mode of voting | Number of Equity Shareholders who voted (Against) | % of the total number of Equity Shareholders who voted (Against) | Number of valid votes cast by them (Number of Shares) (Against) | % of valid votes cast (Against) |
|---|---|---|---|---|
| Remote e-voting | 4 | 4.7059 | 603 | 0.0010 |

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| | | | | |
|---|---|---|---|---|
| E- voting at the meeting | 1 | 1.1765 | 1 | 0.0000 |
| **Total** | **5** | **5.8824** | **604** | **0.0010** |

**iii. Invalid Votes**

| Mode of voting | Number of members voted | Number of votes declared invalid |
|---|---|---|
| Remote e- voting | 0 | 0 |
| E- voting at the meeting | 0 | 0 |
| **Total** | **0** | **0** |

As mentioned in the Notice to the equity shareholders, in accordance with the provisions of Section 230-232 of the Act, the Scheme shall be considered approved by the equity shareholders only if the aforesaid Resolution has been approved by majority of persons representing three-fourth in value of the equity shareholders through remote e-voting prior to the Meeting and e-voting during the Meeting.

Further, the Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the Scheme are more than the number of votes by the public shareholders against it as per the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023.

The result of remote e-voting prior to the Meeting and e-voting during the Meeting of public equity shareholders (excluding promoter and promoter group) provided by CDSL, on the Resolution is as follows:

**i. Votes in favour of the Resolution (Public Holding)**

| Mode of voting | Number of Equity Shareholders who voted (In Favour) | % of the total number of Equity Shareholders who voted (In Favour) | Number of valid votes cast by them (Number of Shares) (In Favour) | % of valid votes cast (In Favour) |
|---|---|---|---|---|
| Remote e-voting | 71 | 87.6543 | 12,20,922 | 99.9486 |

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| | | | | |
|---|---|---|---|---|
| E- voting at the meeting | 5 | 6.1728 | 23 | 0.0019 |
| **Total** | **76** | **93.8271** | **12,20,945** | **99.9505** |

**ii. Votes against the resolution (Public Holding)**

| Mode of voting | Number of Equity Shareholders who voted (Against) | % of the total number of Equity Shareholders who voted (Against) | Number of valid votes cast by them (Number of Shares) (Against) | % of valid votes cast (Against) |
|---|---|---|---|---|
| Remote e-voting | 4 | 4.9382 | 603 | 0.0494 |
| E- voting at the meeting | 1 | 1.2346 | 1 | 0.0001 |
| **Total** | **5** | **6.1728** | **604** | **0.0495** |

**iii. Invalid Votes (Public Holding) - NIL**

| Mode of voting | Number of members voted | Number of votes declared invalid |
|---|---|---|
| Remote e- voting | 0 | 0 |
| E- voting at the meeting | 0 | 0 |
| **Total** | **0** | **0** |

In addition to the above requirements under Section 230-232 of the Act, as per Para 10 (b) of Part I (A) of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the Scheme shall be acted only if the number of votes cast by the Public Shareholders in favour of the Resolution are more than the number of votes cast by the Public Shareholders against it.

12. In view of the above scrutiny, I hereby certify and report that the above Resolution as proposed in the Notice of the NCLT convened Equity Shareholders Meeting dated 09th October, 2026 approving the Scheme has been passed on the date of the NCLT

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convened meeting of Equity Shareholders of the Company i.e. 13th November 2026 through remote e-voting and e-voting at the Meeting: (i) by majority of Equity Shareholders in number representing three-fourth in value of the Equity Shareholders who participated in the process as required under the provisions of Sections 230-232 of the Act and relevant rules made thereunder; and (ii) the votes cast by the Public Shareholders of the Company in favour of the proposal are more than the number of votes cast by the Public Shareholders of the Company against it, as required by the SEBI Master Circular.

13. The list of Equity Shareholders who voted "IN FAVOUR" "AGAINST' and all other relevant electronic records relating to the remote e-voting and e-voting at the meeting have been emailed to your good self and handed over to Mr. R. Prakash, Company Secretary of the Company for safekeeping.

14. Based on the above information, you may accordingly declare the results.

Biswarup Acharya

**Signature of the Scrutiniser**

Dr. Biswarup Acharya (MA,LL.B, PH.D)
Advocate
Odisha High Court , Cuttack

**Name**: Biswarup Acharya

**Place** : Chennai
**Date** : November 13, 2026

| KOTHARI SUGARS AND CHEMICALS LIMITED – NCLT CONVENED MEETING OF EQUITY SHAREHOLDERS - VOTING RESULTS | |
|---|---|
| **Date of the Meeting** | 13th November 2026 |
| **Total Number of Shareholders as on record date** | 62422 |
| **No. of Shareholders present in the meeting either in person or through proxy:** | **Not Applicable** (The meeting is conducted through Video Conferencing or Other Audio-Visual Means) |
| **Promoter and Promoter Group:** | |
| **Public:** | |
| **No. of Shareholders attended the meeting through Video Conferencing:** | 49 |
| **Promoter and Promoter Group:** | 4 |
| **Public:** | 45 |

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## VOTING BY ALL EQUITY SHAREHOLDERS INCLUDING PROMOTER AND PROMOTER GROUP

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Resolution required: (Ordinary/ Special/Requisite Majority)** | | | Requisite Majority | | | | | |
| **Whether promoter/ promoter group are interested in the agenda /resolution?** | | | No | | | | | |
| **Description of resolution required** | | | Approve Scheme of Amalgamation of Kothari Sugars and Chemicals Limited, Kothari Petrochemicals Limited and their respective Shareholders and Creditors | | | | | |
| **Category** | **Mode of Voting** | **No. of shares held (1)** | **No. of votes polled (2)** | **% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100** | **No. of Votes in favour (4)** | **No. of Votes against (5)** | **% of Votes in favour on votes polled (6)=[(4/(2)]*100** | **% of Votes against on votes polled (7)=[(5)/(2)]*100** |
| **Promoter and Promoter Group** | **E-Voting** | 6,09,47,600 | 6,09,47,600 | 100 | 6,09,47,600 | 0 | 100 | 0 |
| | **Poll** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Postal Ballot, if applicable** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Venue-Voting** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | **6,09,47,600** | **6,09,47,600** | 100 | **6,09,47,600** | **0** | 100 | 0 |
| **Public- Institutions** | **E-Voting** | 4,84,816 | 4,73,706 | 97.7084 | 473706 | 0 | 100 | 0 |
| | **Poll** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Postal Ballot, if applicable** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Venue-Voting** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | **4,84,816** | **4,73,706** | 97.7084 | **4,73,706** | **0** | 100 | 0 |
| **Public- Non-Institutions** | **E-Voting** | 2,14,56,164 | 7,47,819 | 3.4853 | 7,47,216 | 603 | 99.9194 | 0.0806 |
| | **Poll** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Postal Ballot, if applicable** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Venue-Voting** | | 24 | 0 | 23 | 1 | 95.8333 | 4.1700 |
| | **Total** | **2,14,56,164** | **7,47,843** | 3.4854 | **7,47,239** | **604** | 99.9194 | 0.0806 |
| **Total** | | **8,28,88,580** | **6,21,69,149** | 75.0032 | **6,21,68,545** | **604** | 99.999 | 0.001 |

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**VOTING BY EQUITY SHAREHOLDERS (EXCLUDING PROMOTER AND PROMOTER GROUP) AS REQUIRED UNDER PART I(A)(10)(B) OF THE SEBI MASTER CIRCULAR DATED JUNE 20, 2023**

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Resolution required: (Ordinary/ Special/Requisite Majority)** | | | Requisite Majority | | | | | |
| **Whether promoter/ promoter group are interested in the agenda /resolution?** | | | No | | | | | |
| **Description of resolution required** | | | Approve Scheme of Amalgamation of Kothari Sugars and Chemicals Limited, Kothari Petrochemicals Limited and their respective shareholders and creditors | | | | | |
| **Category** | **Mode of Voting** | **No. of shares held (1)** | **No. of votes polled (2)** | **% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100** | **No. of Votes in favour (4)** | **No. of Votes against (5)** | **% of Votes in favour on votes polled (6)=[(4/(2)]*100** | **% of Votes against on votes polled (7)=[(5)/(2)]*100** |
| **Promoter and Promoter Group** | **E-Voting** | | | | | | | |
| | **Poll** | | | | | | | |
| | **Postal Ballot, if applicable** | | | | | | | |
| | **Venue-Voting** | | | | | | | |
| | **Total** | | | | | | | |
| **Public- Institutions** | **E-Voting** | 4,84,816 | 4,73,706 | 97.7084 | 4,73,706 | 0 | 100 | 0 |
| | **Poll** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Postal Ballot, if applicable** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Venue-Voting** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | **4,84,816** | **4,73,706** | 97.7084 | **4,73,706** | **0** | 100 | 0 |
| **Public- non-institutions** | **E-Voting** | 2,14,56,164 | 7,47,819 | 3.4853 | 7,47,216 | 603 | 99.9194 | 0.0800 |
| | **Poll** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Postal Ballot, if applicable** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Venue-Voting** | | 24 | 0 | 23 | 1 | 95.8333 | 4.1700 |
| | **Total** | **2,14,56,164** | **7,47,843** | 3.4854 | **7,47,239** | **604** | 99.9192 | 0.08 |
| **Total** | | **2,19,40,980** | **12,21,549** | **5.5674** | **12,20,945** | **604** | **99.9506** | **0.0494** |

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