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
G R O U P

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 Unsecured Creditors Meeting.**

1. This is in continuation to the Proceedings of the Hon'ble National Company Law Tribunal ("NCLT") Convened Meeting of the Unsecured Creditors Kothari Sugars and Chemicals Limited submitted on 13.11.2026, 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 Unsecured Creditors of the Company and deemed to be passed as on Nov 13, 2026, as prescribed under section 230(6) of the Companies Act, 2013.

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 23:41:44 +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

UNSECURED CREDITORS 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 Unsecured Creditors 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 Unsecured Creditors of Kothari Sugars and Chemicals Limited which was convened through video conferencing ("VC")/ other audio visual means ("OAVM") on 13th November 2026 at 11:30 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.

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

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 : .....

Dear Sir,

1. I, Biswarup Acharya, Advocate was appointed as a Scrutiniser for the meeting of the Unsecured Creditors 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 conducted on the Resolution contained in the Notice of meeting of Unsecured Creditors 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 Unsecured Creditors of the Company on the Resolution contained in the notices. 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 Unsecured Creditors 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 Unsecured Creditors as on Friday, July 31, 2026 (cut-off date for Unsecured Creditors) were entitled to vote on the Resolution set out in the Notice through remote e- voting and e-voting at the meeting.

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

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(MA, LL.B, Ph.d)
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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 Unsecured Creditors meeting was convened on Friday, November 13, 2026, at 11:30 A.M. by the directions of the Order 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 Unsecured Creditors 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 347 Unsecured Creditors. 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 12.05 P.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 it was represented that the proposed Scheme of Amalgamation will take care of the interests of the Unsecured Creditors, and that all their interest/s will remain intact, and their rights will not be hampered either directly or indirectly. All the payment terms with the Unsecured Creditors will be honoured by the Transferee Company. 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 VC/OAVM.

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-*

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

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(MA, LL.B, Ph.d)
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2/P/CIR/2023/93 dated 20th June 2023 issued by the SEBI and other circulars/guidelines 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 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*

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

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(MA, LL.B, Ph.d)
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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 Unsecured Creditors of the Company to the proposed scheme is as under,

i. Votes in favour of the Resolution

Mode of voting	Number of Unsecured Creditors who voted (In Favour)	% of the total number of Unsecured Creditors who voted (In Favour)	Number of valid votes cast by them (In Terms of Value) (In Favour)	% of valid votes cast (In Favour)
Remote e-voting	745	98.9376	4,24,64,075	99.7072
E- voting at the meeting	6	0.7968	1,00,923	0.2370
Total	**751**	**99.7344**	**4,25,64,998**	**99.9442**

ii. Votes against the Resolution

Mode of voting	Number of Unsecured Creditors who voted (Against)	% of the total number of Unsecured Creditors who voted (Against)	Number of valid votes cast by them (In Terms of Value) (Against)	% of valid votes cast (Against)
Remote e-voting	2	0.2656	23,785	0.0558
E- voting at the meeting	0	0	0	0.0000
Total	**2**	**0.2656**	**23,785**	**0.0558**

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iii. Invalid Votes

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

Note: The above Table contains votes that are invalid for lack of authorization documents

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 Unsecured Creditors Meeting dated 09th October 2026 approving the Scheme has been passed on the date of the NCLT convened meeting of Unsecured Creditors of the Company i.e. 13th November 2026 through remote e-voting and e-voting at the Meeting. None of the Unsecured Creditors have raised any objection on the proposed Scheme of Amalgamation.

13. The list of Unsecured Creditors 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 : 13th November 2026

KOTHARI SUGARS AND CHEMICALS LIMITED – NCLT CONVENED MEETING OF UNSECURED CREDITORS - VOTING RESULTS	
Date of the Meeting	13th November 2026
Total Number of Unsecured Creditors as on record date	995
No. of Unsecured Creditors 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 Unsecured Creditors attended the meeting through Video Conferencing:	347
Promoter and Promoter Group:	0
Public:	347

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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**	**Total No of Votes (1)**	**No. of votes polled (2)**	**% of Votes Polled (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**	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot, if applicable		-	-	-	-	-	-
	Venue-Voting		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non-Institutions	**E-Voting**	**16,20,92,136**	4,24,87,860	26.2122	4,24,64,075	23,785	99.9440	0.056
	Poll		-	-	-	-	-	-
	Postal Ballot, if applicable		-	-	-	-	-	-
	Venue-Voting		1,00,923	0.0622	1,00,923	0	100	0
	Total	**16,20,92,136**	**4,25,88,783**	**26.2744**	**4,25,64,998**	**23,785**	**99.9442**	**0.0558**
Total								

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Advocate
Odisha High Court , Cuttack