

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

Jul 26, 2024

Dear Sir / Madam,

Stock Code - **KOTARISUG**

Sub: 63rd Annual General Meeting - Results of Remote E-voting and E-voting at the AGM.

This is in continuation to the Proceedings of the 63rd Annual General Meeting of the Company submitted on 26.07.2024 and in compliance of 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 Resolutions passed at the 63rd Annual General Meeting of the Company held on July 26, 2024.

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

Jul 26, 2024

Sub: Declaration of Voting Results of the 63rd Annual General Meeting held on Friday, the 26th day of July 2024 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

The details are as follows:

Sl. No.	Notice Items	Type of Resolutions	Mode of Voting (Remote E-Voting / E-Voting)
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2024, the Reports of the Auditors thereon and Report of the Board of Directors	Ordinary Resolution	Remote E - voting & E - voting
2.	Re-appointment of Mr. M. Silvester Goldwin (DIN: 08145634) who retires by rotation	Ordinary Resolution	
3.	Ratification of Remuneration to Cost Auditor for the financial year 2024 - 2025	Ordinary Resolution	
4.	Payment of commission to Mrs. Nina B. Kothari (DIN:00020119), Non-Executive Chairperson of the Company for the financial year 2024 - 2025	Special Resolution	
5.	Re-appointment of Mr. M. Silvester Goldwin (DIN: 08145634), as Whole Time Director of the Company.	Special Resolution	

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)

To

**The Chairperson,
Kothari Sugars and Chemicals Limited**

Kothari Bldgs.,
No 115, Nungambakkam High Road,
Chennai – 600 034

Sub: Consolidated Scrutinizer's Report of the Remote e-Voting and e-Voting conducted at the Sixty Third (63rd) Annual General Meeting (AGM) of Kothari Sugars and Chemicals Limited held on Friday, July 26, 2024 at 11.00 A.M. (IST) to 11.35 A.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

1. We **M. Alagar & Associates, Practising Company Secretaries, Chennai** were appointed by the Board of Directors of Kothari Sugars and Chemicals Limited ("**the Company**") vide Resolution dated May 17, 2024 as Scrutinizer for the purpose of scrutinizing the votes cast through remote e-Voting and e-Voting at 63rd Annual General Meeting ("**AGM**") on the resolutions contained in the Notice dated May 17, 2024, as prescribed under Section 108 of the Companies Act, 2013 ("**the Act**") as amended from time to time, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), placed for the approval of members of the Company, be carried out in a fair and transparent manner.
2. The Ministry of Corporate Affairs ("**MCA**") vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 (Collectively referred to as "**MCA Circulars**") has permitted conducting the AGM through VC or OAVM without the physical presence of the members for the meeting at a common venue. The AGM was held without the physical presence of the members of the Company, hence the facility for appointment of proxies by the members was also dispensed with.

Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

3. As required under Section 101 of the Act read with aforementioned circulars issued by MCA and Securities and Exchange Board of India ("**SEBI**") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No.



SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as "**SEBI Circulars**"), the Notice of 63rd AGM along with Explanatory Statement under Section 102 of the Act was sent to the Members by permitted means as per the Circulars in respect of the resolutions passed at the AGM of the Company. The intimation regarding notice was also published in "**Financial Express**" (English) and "**Makkal Kural**" (Tamil) on July 02, 2024.

4. The Company had availed the voting facility offered by Central Depository Service (India) Limited ("**CDSL**"), for facilitating remote e-Voting and e-Voting at the AGM, to enable the members to exercise their right to vote by electronic means.
5. The members of the Company holding shares as on the "**Cut-off**" date (i.e. on Friday, July 19, 2024) were entitled to vote on the Resolution as set out in the AGM Notice.
6. The remote e-Voting commenced on Monday, July 22, 2024 at 9:00 AM (IST) and ended on Thursday, July 25, 2024 at 5:00 PM (IST) and the CDSL e-Voting platform was closed in due time.
7. The members who had voted by remote e-Voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted through remote e-Voting were allowed to cast their votes through e-Voting system during the AGM.
8. As confirmed by the Chairperson of the AGM, the Company has conducted the 63rd AGM with the presence of requisite quorum throughout the meeting.
9. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, the circulars issued by the MCA and SEBI and the applicable regulations of the SEBI LODR Regulations relating to remote e-Voting and e-Voting at the AGM on the resolutions contained in the aforesaid Notice of the AGM.
10. Our responsibility as a Scrutinizer is to scrutinize and ensure that the vote cast through remote e-Voting and e-Voting at AGM is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the system related to remote e-Voting and e-Voting as per the facility provided by CDSL, the agency engaged by the Company to provide remote e-Voting facility and e-Voting facility at the AGM.
11. Based on the data downloaded from CDSL e-Voting system, we now submit our consolidated report on the results of remote e-Voting and e-Voting at the AGM in respect of the resolutions proposed in the Notice of the AGM as under:



Resolution No.1

Ordinary Resolution to consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, the Reports of the Auditors thereon and Report of the Board of Directors.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	142	137	5
2.	Number of votes cast by them	62982792	62982681	111
3.	% of votes cast	100	99.9998	0.0002

RESULT:

We 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 remote e-Voting and e-Voting at the AGM with requisite majority.

Resolution No.2

Ordinary Resolution to appoint a Director in the place of Mr. M. Silvester Goldwin, (DIN: 08145634) who retires by rotation and being eligible offers himself for re-appointment.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	142	137	5
2.	Number of votes cast by them	62982792	62982681	111
3.	% of votes cast	100	99.9998	0.0002

RESULT:

We 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 remote e-Voting and e-Voting at the AGM with requisite majority.



Resolution No.3

Ordinary Resolution for ratification of remuneration to Mr. K Suryanarayanan, Cost Auditor of the Company.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	142	135	7
2.	Number of votes cast by them	62982792	62982497	295
3.	% of votes cast	100	99.9995	0.0005

RESULT:

We 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 remote e-Voting and e-Voting at the AGM with requisite majority.

Resolution No.4

Special Resolution to consider and approve the payment of commission to Mrs. Nina B. Kothari, (DIN: 00020119) Non-Executive Chairperson of the Company.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	142	130	12
2.	Number of votes cast by them	62982792	62444559	538233
3.	% of votes cast	100	99.1454	0.8546

RESULT:

We report that the Special Resolution with regard to Resolution No.4 as set out in the Notice of the AGM has been passed by members through remote e-Voting and e-Voting at the AGM with requisite majority.



Resolution No.5

Special Resolution to consider and approve the Re-appointment of Mr. M. Silvester Goldwin, (DIN: 08145634) as Whole Time Director of the Company.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	142	136	6
2.	Number of votes cast by them	62982792	62982651	141
3.	% of votes cast	100	99.9998	0.0002

RESULT:

We report that the Special Resolution with regard to ResolutionNo.5 as set out in the Notice of the AGM has been passed by members through remote e-Voting and e-Voting at the AGM with requisite majority.

12. Voting details as required under Regulation 44 of SEBI LODR is enclosed as **Annexure I** of this report.
13. The Electronic data and relevant records relating to remote e-Voting/e-Voting at the 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.

Yours truly,

For M. Alagar & Associates
Practising Company Secretaries
Firm Registration No: P2011TN078800
Peer Review Certificate No.:1707/2022

For Kothari Sugars and Chemicals Limited


M. Alagar
Managing Partner
FCS: 7488
COP: 8196
UDIN: F007488F000834765



Chairperson

Date: July 26, 2024
Place: Chennai

Annexure I

Date of the AGM/EGM	Friday, July 26, 2024
Total Number of Shareholders as on record date (i.e. July 19, 2024 – cut-off date for voting purposes)	73203
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:	71
Promoter and Promoter Group:	4
Public:	67



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. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, the Reports of the Auditors thereon and Report of the Board of Directors.					
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 (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	60947600	60947600	100	60947600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		60947600	60947600	100	60947600	0	100
Public-Institutions	E-Voting	1098870	537977	48.9573	537977	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		1098870	537977	48.9573	537977	0	100
Public- Non-Institutions	E-Voting	20842110	1497215	7.1836	1497104	111	99.9926	0.0074
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		20842110	1497215	7.1836	1497104	111	99.9926
Total		82888580	62982792	75.9849	62982681	111	99.9998	0.0002



Resolution No.			2. To appoint a director in the place of Mr. M. Silvester Goldwin, (DIN: 08145634) who retires by rotation and being eligible offers himself for re-appointment.					
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	60947600	60947600	100	60947600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total	60947600	60947600	100	60947600	0	100	0
Public- Institutions	E-Voting	1098870	537977	48.9573	537977	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total	1098870	537977	48.9573	537977	0	100	0
Public- Non Institutions	E-Voting	20842110	1497215	7.1836	1497104	111	99.9926	0.0074
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total	20842110	1497215	7.1836	1497104	111	99.9926	0.0074
Total		82888580	62982792	75.9849	62982681	111	99.9998	0.0002



Resolution No.			3. Ratification of Remuneration to Mr. K. Suryanarayanan, Cost Auditor of the Company.					
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 (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	60947600	60947600	100	60947600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total	60947600	60947600	100	60947600	0	100	0
Public-Institutions	E-Voting	1098870	537977	48.9573	537977	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total	1098870	537977	48.9573	537977	0	100	0
Public-Non Institutions	E-Voting	20842110	1497215	7.1836	1496920	295	99.9803	0.0197
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total	20842110	1497215	7.1836	1496920	295	99.9803	0.0197
Total		82888580	62982792	75.9849	62982497	295	99.9995	0.0005



Resolution No.			4. To consider and approve the payment of commission to Mrs. Nina B. Kothari, (DIN: 00020119) Non-Executive Chairperson 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	60947600	60947600	100	60947600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		60947600	60947600	100	60947600	0	100
Public-Institutions	E-Voting	1098870	537977	48.9573	0	537977	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		1098870	537977	48.9573	0	537977	0
Public- Non Institutions	E-Voting	20842110	1497215	7.1836	1496959	256	99.9829	0.0171
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		20842110	1497215	7.1836	1496959	256	99.9829
Total		82888580	62982792	75.9849	62444559	538233	99.1454	0.8546



Resolution No.			5. To consider and approve the Re-appointment of Mr. M. Silvester Goldwin, (DIN: 08145634) as Whole Time Director of the Company.					
Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
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	60947600	60947600	100	60947600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		60947600	60947600	100	60947600	0	100
Public-Institutions	E-Voting	1098870	537977	48.9573	537977	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		1098870	537977	48.9573	537977	0	100
Public- Non Institutions	E-Voting	20842110	1497215	7.1836	1497074	141	99.9906	0.0094
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		20842110	1497215	7.1836	1497074	141	99.9906
Total		82888580	62982792	75.9849	62982651	141	99.9998	0.0002

