



REPORT OF SCRUTINIZER (E-VOTING)

[Pursuant to the provisions of Sections 108 of the Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman of the 21st Annual General Meeting
M/s. K.C.P. Sugar and Industries Corporation Limited
Ramakrishna Building, New No.239 (Old No.183)
Anna Salai, Chennai-600 006

Dear Sir,

Sub: Scrutinizer's Report for e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013.

I, V. Mahesh, Practicing Company Secretary of M/s. V.Mahesh & Associates, have been appointed by the Board of Directors of M/s. K.C.P.Sugar and Industries Corporation Limited as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read along with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through electronic means on the resolutions contained in the notice of the 21st Annual General Meeting of the Company (hereinafter called "notice"). Our responsibility as a Scrutinizer for the e-voting process is restricted to providing the Scrutinizer's report pertaining to the votes casted "in favour" or "against" the resolutions, based on the reports generated from the e-voting system provided by M/s. National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

Further to the above, I submit my report as under:

- I. The e-voting period was kept open from Sunday, the 18th day of September, 2016 (09.00 a.m. IST) to Tuesday, the 20th day of September, 2016 (05.00 p.m. IST). We further confirm that e-voting facility was closed at 05.00 P.M on the 20th day of September, 2016.
- II. The Members of the Company as on the "**Cut-off date**" (16th day of September, 2016) were entitled to vote on resolutions as set out in the notice.
- III. Thereafter the details containing the list of Equity Shareholders, who voted "for", or "against" each of the resolutions were generated from the website of e-voting agency (NSDL) i.e., <https://www.evoting.nsdl.com> and based on the information generated, the result of the e-voting are as under:

Branches at : • Bangalore



[Handwritten signature]

Ordinary Business

Item No.1

Ordinary Resolution:

To receive, consider and adopt the audited financial statements including audited consolidated financial statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon.

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
55	46473236	99.98

Voted against the resolution:

Number of Members voted	Number of Votes cast by him/her	% of total number of valid votes cast
2	8000	0.02

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	



[Handwritten signature]

Item No.2

Ordinary Resolution:

To declare dividend on Equity Shares.

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
56	46477236	99.98

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
2	8000	0.02

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
	NIL



Item No.3

Ordinary Resolution:

To appoint a Director in place of Smt.V.Kiran Rao (DIN: 00091466), who retires by rotation, and being eligible, offers herself for reappointment.

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
50	46449463	99.95

Voted against the resolution:

Number of Members voted	Number of Votes cast by him/her	% of total number of valid votes cast
5	24323	0.05

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
	NIL



Item No.4

Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules, 2014, the appointment of M/s.B.Purushottam & Co., Chartered Accountants (Firm’s Regn.No. 002808S), as Statutory Auditors of the Company for a term of three years, i.e. till the conclusion of 22nd Annual General Meeting (AGM) approved by the shareholders at the Company’s 19th AGM held on 11.09.2014, subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 22nd AGM of the Company to be held in the year 2017, on such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc. as may be mutually agreed between the Board of Directors of the Company and statutory Auditors.”

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
55	46477136	99.98

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
2	8000	0.02

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	



Special Business

Item No.5

Special Resolution:

“**RESOLVED THAT** pursuant to Article 148 of the Articles of Association of the Company and the provisions of Section 197 and 198 and other applicable provisions of the Companies Act, 2013 or any statutory modification or re-enactment thereof and subject to such approvals as may be necessary, the Non Wholetime Directors of the Company (other than the Wholetime Directors and Nominee Directors) be paid as remuneration for each of the three financial years beginning from the financial year 2016-17 till the financial year 2018-19, an amount not exceeding one percent of the net profits of the Company and computed in the manner laid down in Section 198, of the Companies Act, 2013 and to be divided amongst the said Non Wholetime Directors in such manner as the Board of Directors of the Company may from time to time determine and in default of such determination equally, provided that none of the Directors aforesaid shall receive individually in a financial year a sum exceeding Rs.1.75 lakhs (Rupees One lakh and seventy five thousand only) and further that the payment of the sum in the above manner shall be in addition to the sitting fee per meeting of the Board/Committee which each such Director is entitled to receive under the Articles of Association of the Company and as per the approval of the Board of Directors from time to time.”

Voted in favour of the resolution:

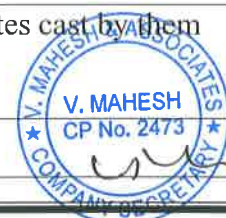
Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
48	46460592	99.95

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
9	24544	0.05

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	



Special Business

Item No.6

Ordinary Resolution:

“RESOLVED THAT the Company do hereby confirm and ratify in terms of Section 148 and other applicable provisions of the Companies Act, 2013 and Rule 14 of the Companies (Audit & Auditors) Rules, 2014 (including any statutory modifications) or re-enactment thereof, the remuneration of Rs.2,25,000/- (Rupees Two lakhs and twenty five thousand only) plus service tax as applicable and reimbursement of travel and out of pocket expenses, approved by the Board of Directors on the recommendations of the Audit Committee, to Mr.V.Srinivasan, Cost Accountant (Membership No.1248) for conducting the audit of cost records of the Company for the financial year ending 31st March 2017.”

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
55	46477136	99.98

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
2	8000	0.02

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
	NIL

Place: Chennai
Date: 22.09.2016

For V. Mahesh & Associates



[Handwritten Signature]
V. Mahesh
Practicing Company Secretary