

REPORT OF SCRUTINIZER (POLL)

[Pursuant to the provisions of Section 109 of the Companies Act, 2013 read with rule 21 of Companies (Management and Administration) Rules, 2014]

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 voting on poll pursuant to the provisions of Section 109 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 polling process and ascertaining the requisite majority as per the provisions of Section 109 of the Companies Act, 2013 read along with Rule 21 of the Companies (Management and Administration) Rules, 2014.

Our responsibility as a Scrutinizer for the polling process is confined to preparing the Scrutinizer's report pertaining to the votes casted "in favour" or "against" for the resolutions mentioned in the ballot papers.

I submit my report as under:

1. The ballot box kept at the meeting was locked by me in presence of the members and proxies.
2. The locked ballot box was subsequently opened by me in presence of two witnesses after the voting process was completed and the polling papers were diligently scrutinized. The polling papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company (i.e., M/s. Integrated Enterprises (India) Limited).
3. All the ballot papers were found to be in order. The results have been given below:



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
19	307231	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
2	15	0.01

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
1	Detail not provided



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
21	307246	100

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
	NIL	

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
1	Detail not provided



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
16	305260	99.35

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
5	1986	0.65

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
1	Detail not provided



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
17	307210	99.98

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
4	36	0.02

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
1	Detail not provided



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:

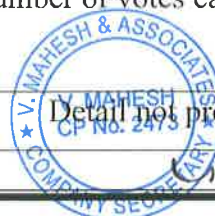
Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
16	305260	99.35

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
5	1986	0.65

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
1	Detail not provided



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
17	307210	99.98

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
4	36	0.02

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
1	Detail not provided

Place: Chennai
Date: 22.09.2016

For V. Mahesh & Associates




V. Mahesh
Practicing Company Secretary