



COMBINED REPORT OF SCRUTINIZER (E-VOTING & POLL)

[Pursuant to Section 108 & 109 of the Companies Act, 2013 read along with rule 20 of Companies (Management and Administration) Amendment Rules, 2015 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of the 24th Annual General Meeting,
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 the resolutions passed by e-Voting and poll.

I, V. Mahesh, Practicing Company Secretary of V. Mahesh & Associates, have been appointed by the Board of Directors of K.C.P. Sugar and Industries Corporation Limited as a Scrutinizer for the purpose of scrutinizing the e-voting process and to receive, scrutinise the polling process at the meeting through ballot papers as per the provisions of Section 108 and Section 109 of the Companies Act, 2013 read along with the respective rules for the resolutions mentioned in the notice calling the 24th Annual General Meeting held on Thursday, the 12th day of September, 2019 at 10.00 A.M.

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

- i) The e-voting period was kept open from Monday, the 9th day of September, 2019 (09.00 a.m. IST) to Wednesday, the 11th day of September, 2019 (05.00 p.m. IST). We further confirm that e-voting facility was closed at 05.00 P.M on the 11th day of September, 2019.
- ii) The Members of the Company as on the “Cut-off date” (05th day of September, 2019) 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 and poll are as under:



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, 2019 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
33	45967002	99.99

Voted against the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
2	101	0.01

Invalid Votes:

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



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
33	45967101	99.99

Voted against the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
1	1	0.01

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.KiranVelagapudi (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
32	45956502	99.98

Voted against the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
2	10201	0.02

Invalid Votes:

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



Special Business

Item No.4

Special Resolution:

“RESOLVED THAT in accordance with the provision of Section 149,150 and 152 and other applicable provisions, if any,of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements)Regulations,2015 including any statutory modifications or re-enactments thereof for the time being in force,DrVithalRajan(DIN 00021571) an Independent Director of the Company who has submitted a Declaration that he meets the criteria for independence as provided in the Companies Act ,2013and SEBI (LODR) Regulations,2015 for reappointment be and is hereby reappointed as an Independent Director to hold office for a second term of five years from 1st April 2019 till31stMarch2024,not liable to retire by rotation during the said term of reappointment.

Voted In Favour Of The Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
31	45956501	99.98

Voted Against The Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
3	10202	0.02

Invalid Votes:

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

(Handwritten Signature)


Item No.5

Special Resolution:

“RESOLVED THAT in accordance with the provision of Section 149,150 and 152 and other applicable provisions, if any,of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements)Regulations,2015 including any statutory modifications or re-enactments thereof for the time being in force, MSVM Rao(DIN-00432640), an Independent Director of the Company who has submitted a Declaration that he meets the criteria for independence as provided in the Companies Act,2013and SEBI (LODR) Regulations,2015 for reappointment be and is hereby reappointed as an Independent Director to hold office for a second term of five years from 1st April 2019 till31st March2024,not liable to retire by rotation during the said term of reappointment.”

Voted in favour of the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
31	45956501	99.98

Voted against the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
3	10202	0.02

Invalid Votes:

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



Item No.6

Special Resolution:

“RESOLVED THAT in accordance with the provision of Section 149,150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactments thereof for the time being in force, Pratap K Moturi (DIN-00020630) an Independent Director of the Company who has submitted a Declaration that he meets the criteria for independence as provided in the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 for reappointment be and is hereby reappointed as an Independent Director to hold office for a second term of five years from 1st April 2019 till 31st March 2024, not liable to retire by rotation during the said term of reappointment.”

Voted in favour of the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
31	45956501	99.98

Voted against the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
3	10202	0.02

Invalid Votes:

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



Item No.7

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 Whole time Directors of the Company (other than the Wholetime Directors and Nominee Directors) be paid as remuneration for each of the five financial years beginning from financial year 2019 – 20 till the financial year 2023- 24, 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.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be deemed expedient or desirable to give effect to this resolution.”

Voted in favour of the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
29	45954851	99.97

Voted against the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
6	12252	0.03




Invalid Votes:

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



Ordinary Business

Item No.8

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 GST 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 SRR Associates, Cost Accountants, Chennai (FRN 000992) for conducting the audit of cost records of the Company for the financial year ending 31st March 2020.”

Voted in favour of the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
33	45966702	99.99

Voted against the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
2	401	0.01




Invalid Votes:

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

**Place: Chennai
Date: 13.09.2019**



**For V. Mahesh & Associates,
Company Secretaries**

**V. Mahesh
Practicing Company Secretary**