

K.C.P. SUGAR AND INDUSTRIES CORPORATION LIMITED

CIN:L15421TN1995PLC033198



Registered Office: "Ramakrishna Buildings", No.239, Anna Salai, Chennai 600006.
Tel: 91 44 28555171-176 / Fax: 914428546617

Investorservices@kcpsugar.com / www.kcpsugar.com

Notice of 23rd Annual General Meeting, Book Closure and E-Voting

Notice pursuant to Section 101 of the Companies Act, 2013 is hereby given that the 23rd Annual General Meeting of the Company will be held on Friday, September 14, 2018 at 10.00 a.m. at Sathguru Gnanananda Hall, Narada Gana Sabha, No. 314 TTK Road, Alwarpet, Chennai - 600 018.

Notice pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 of SEBI (LODR) Regulations, 2015, is also hereby given that the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 06, 2018 to Friday, September 14, 2018 (both days inclusive) to determine entitlement of the shareholders for dividend on the equity shares for the financial year ended March 31, 2018, if declared at the Annual General Meeting.

The Board of Directors at its meeting held on May 25, 2018 had recommended the payment of dividend at Re. 0.10 per equity share of face value. of Re. 1/- .The said dividend on approval by members at the ensuing 23rd Annual General Meeting, will be paid on or after September 14, 2018 within the stipulated time.

Pursuant to the provisions of Section 101 of the Companies Act, 2013, read with Rule 18 of the Companies (Management & Administration) Rules, 2014, Regulation 36 of SEBI (LODR) Regulations, 2015 and the Secretarial Standard (SS-2) on General Meetings, the dispatch of notice convening the Annual General Meeting along with explanatory statement and the Annual Report for the financial year 2017 - 18 has been completed on August 20, 2018 through the Company's Registrar and Transfer Agent (RTA) M/s. Integrated Registry Management Services Pvt. Ltd., in electronic mode to all the members whose e-mail IDs are registered with the Company / Depository Participant, and physical copy of the same has been sent by the permitted mode to those members whose e-mail IDs are not registered. Members whose e-mail IDs are registered with the Company / Depository Participants can still opt for physical copy of the Annual Report and on such request received on or before August 20, 2018 physical copy will be sent to them.

The members are hereby informed that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015 (including any statutory modifications / clarifications / exemption or re enactment thereof for the time being in force), Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards (SS-2) on General Meetings, the Company is providing its members the facility of casting their votes on all the resolutions set in the Notice for Annual General Meeting scheduled on September 14, 2018, through remote e-voting services provided by National Securities Depository Ltd. (NSDL).

The cut-off date for determining the eligibility to vote is Friday, September 07, 2018.

Members whose names appear on the Register of Members / Register of Beneficial Owners maintained by the Depositories as on the cut-off date for remote e-voting i.e., September 07, 2018, shall be entitled to avail the facility of remote e-voting in proportion to their shares in the paid up share capital of the Company as on that date / voting at the AGM through polling paper. Any person who acquires the shares of the Company and becomes a member after the dispatch of the Notice but as of the cut - off date for remote e-voting (September 07, 2018), may obtain the log-in ID and password by sending a request to evoting@nsdl.co.in or to our Registrar and Share Transfer Agent.

Members may refer to the E-voting instructions furnished in the Company's 23rd Annual Report sent to the members or contact any of the following addresses for any information / query on E - voting.

National Securities Depository Services Pvt. Ltd., Trade World, 4th & 5th Floors, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 - Tel: 022 - 2499 4600. Email: evoting@nsdl.co.in. Person to be contacted for clarifications: - Mr. Rajiv Ranjan (rajivr@nsdl.co.in); 022 - 2499 4738 or Toll Free No.: 1800 - 222 - 990.

Integrated Registry Management Services Pvt. Ltd., 2nd Floor, "Kences Towers", No. 1, Ramakrishna Street, North Usman Road, T'Nagar, Chennai - 600 017. - Tel: 044 - 2814 0801-03. Email: kalyan@integratedindia.in. Person to be contacted for clarifications: - Mr. K. Balasubramanian, Deputy General Manager / Mr. R. Kalyanaraman, Asst. General Manager.

K.C.P. Sugar and Industries Corporation Limited, Regd. Office: "Ramakrishna Buildings", No. 239, Anna Salai, Chennai - 600 006. - Tel: 044 - 2855 5171 - 76. Email: kcpsugar@vsnl.com. Person to be contacted for clarifications: - Mr. S. Chidambaram, General Manager (Finance) & Company Secretary.

Members may refer to the notes forming a part of the 23rd Annual Report for detailed instructions on e-voting. In case of any queries or grievances relating to e-voting procedures, the members may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the downloads section of <http://www.evoting.nsdl.com> or may get in touch with the contacts as given above.

The remote e-voting commences at 9.00 A. M. on Tuesday, September 11, 2018 and ends at 5.00 P.M. on Thursday, September 13, 2018. Members will not be able to cast their vote electronically beyond the said date and time and the remote e-voting module shall be disabled for e-voting by NSDL thereafter. Once a vote on a resolution is cast the member shall not be allowed to change it subsequently. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The facility for voting through polling paper shall also be made available at the venue of the meeting in pursuance of Rule 4 (iii) (B) of the Companies (Management & Administration) Amendment Rules, 2015 and clause 7.2.2 of Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, and members attending the meeting, who have not cast their vote through remote e-voting, shall be able to cast their vote at the meeting.

The Company has appointed V. Mahesh & Associates, Company Secretaries, Chennai (CP No. 2473), as a Scrutinizer to scrutinize the remote e-voting process as well as voting through polling paper at the venue of AGM, in a fair and transparent manner.

The results declared along with the Scrutinizer's Report shall be placed on Company's website www.kcpsugar.vsnl.com and on the website of NSDL immediately after the result is declared by the Chairman / Authorized Person. The results will also be communicated to the Stock Exchanges.

All documents referred in the Notice and Explanatory Statement thereon are available for inspection at the Registered Office of the Company during the business hours between 2.00 P.M. and 4.00 P.M. on all working days of the Company (except Saturdays & Sundays) up to the date of the Annual General Meeting. Full text of the Notice, Explanatory Statement, Financial Statements and Independent Auditor's Report are hosted in the Company's website and also on NSDL website: <http://www.evoting.nsdl.com> for information of the members.

The entry to the meeting venue will be regulated by the attendance / proxy slips, which have been sent along with the Notice to the members.

Members are requested to send their queries, if any, at least seven days in advance of the meeting, so that the information can be made available at the meeting.

for **K. C. P. SUGAR AND INDUSTRIES CORPORATION LIMITED**

Place: Chennai

IRMGARD VELAGAPUDI M. RAO

Date: August 20, 2018

Managing Director

NOTE: ANY MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) MAY APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

FIN EXP 20.08.2018