



V. MAHESH & ASSOCIATES
COMPANY SECRETARIES

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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 23rd 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 e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013.

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 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 23rd 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 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 Tuesday, the 11th day of September, 2018 (09.00 a.m. IST) to Thursday, the 13th day of September, 2018 (05.00 p.m. IST). We further confirm that e-voting facility was closed at 05.00 P.M on the 13th day of September, 2018.
- II. The Members of the Company as on the "Cut-off date" (07th day of September, 2018) were entitled to vote on resolutions as set out in the notice.



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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:

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, 2018 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
47	45929140	99.99913

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
2	401	0.00087

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
48	45929141	99.99913

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
1	400	0.00087

Invalid Votes:

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



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Item No.3

Ordinary Resolution:

To appoint a Director in place of Shri. Vinod R. Sethi (DIN: 00106598), who retires by rotation, and being eligible, offers himself 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
41	45903424	99.94314

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
8	26117	0.05686

Invalid Votes:

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



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Item No.4

Special Business:

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, 2019.”

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
46	45929040	99.99891

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
3	501	0.00109

Invalid Votes:

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

For V. Mahesh & Associates,
Company Secretaries



(Handwritten signature)

V. Mahesh
Practising Company Secretary

Place: Chennai
Date: 14.09.2018