



Form MGT - 13

Combined Report of Scrutinizer (E-voting & Poll)

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 21(2) of
the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

Mr. Vinod R Sethi

The Chairman

20th Annual General Meeting of the Shareholders

M/s. K.C.P. Sugars and Industries Corporation Limited

held on 20th day of August 2015 At Sathguru Gnanananda Hall" Narada Gana Sabha,
314, T.T.K.Road, Alwarpet, Chennai 600018

Dear Sir,

SUB: Scrutinizer's Report for the resolutions passed by eVoting & Poll.

We, V. Mahesh & Associates, Practicing Company Secretaries, represented by Mr. V. Mahesh, Promoter & CEO, have been appointed by the Board of Directors of **M/s. K.C.P. Sugars and Industries Corporation Limited** as a Scrutinizer for the purpose of Scrutinizing the e-voting process and to receive, process and scrutinize the poll papers as per the provisions of Section 108 and 109 of the Companies Act, 2013 in respect of the resolution(s) mentioned in the notice calling Annual General Meeting of the Company:

Our responsibility as a Scrutinizer for the e-voting and poll process is restricted to make Scrutinizer report of the vote cast "in favour" or "against" and/or "Invalid" the resolutions, based on the Ballot Papers handed over by the Company in a duly sealed/locked box and the reports generated from the e-voting system provided by M/s. Integrated Enterprises, the authorized agency to provide e-voting facilities, engaged by the Company and ballot papers handed over to us by the Company respectively.

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

- i) The e-voting period was open from 17th August, 2015 (09.00 A.M) to 19th August, 2015 (05.00 P.M). We further confirm that eVoting option/facility was closed after 05.00 P.M on 19th August, 2015.
- ii) The members of the Company as on the "Cut-off date or Record Date" i.e., 13th August, 2015 were entitled to vote on resolutions (item No. 01 to 10) as set out in the Notice.



- iii) Thereafter the details containing inter-alia, list of Equity shareholders, who "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Integrated Enterprises i.e., <https://www.evoting.nsdl.com> and based on such reports generated.
- iv) The Poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- v) After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling were locked in our presence with due identification marks placed by me.
- vi) The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company (i.e., Integrated Enterprises Limited) and the authorizations / proxies lodged with the Company.
- vii) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The combined results of the e-voting and poll are as follows:



[Handwritten signature]

Item No.1Ordinary Resolution:

- a) To consider and adopt the financial statements of the Company for the year ended March 31, 2015, the report of board of directors and the report of Independent Auditors thereon.
- b) To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2015, and the report of Independent Auditors thereon.

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
56	45793298	99.92%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
4	34201	0.08%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



(Handwritten signature)

Item No.2Ordinary Resolution: To declare dividend on Equity Shares

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
55	45714418	99.75%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
4	113021	0.25%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



A handwritten signature in black ink, appearing to be "V. Mahesh".

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 re-appointment.

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
54	45683288	99.68%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
6	144211	0.32%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



Item No.4**Ordinary Resolution: Ratification of Appointment of Statutory Auditors.**

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, the appointment of M/s. B.Purushottam & Co., Chartered Accountants (Firm’s Regn. No.002808S), as Auditors of the Company approved by the shareholders at the 19th Annual General Meeting, for a term of three years, i.e. till the conclusion of 22nd Annual General Meeting (AGM), which was subject to ratification every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 21st AGM of the Company to be held in the year 2016, at 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 the Auditors.”

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
54	45789848	99.93%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
2	34201	0.07%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



[Handwritten Signature]

Special Business:**Item No.5**

Special Resolution : Appointment of Smt. Irmgard Velagapudi M Rao as Managing Director of the Company for a period of five years i.e. from 29th March, 2015 to 28th March, 2020 on terms and conditions as to remuneration, recommended by the Nomination & Remuneration Committee.

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
53	45672788	99.66%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
7	154711	0.34%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



Item No.6

Ordinary Resolution: Appointment of Shri. Vinod R. Sethi, as Whole-time Director designated as Executive Chairman of the Company, liable to retire by rotation, for a period of five years, i.e., from 8th April 2015 to 7th April, 2020 on the terms and conditions as to remuneration by the Nomination and Remuneration Committee.

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
52	45672787	99.66%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
7	154711	0.34%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



(Handwritten signature)

Item No.7

Special Resolution: Payment of Remuneration to Smt. Irmgard Velagapudi M. Rao, Managing Director of the Company as per Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013.

“RESOLVED THAT pursuant to paragraphs (B) of Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013, and other applicable provisions, if any, of the said Act, and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay minimum remuneration, as detailed in the Explanatory Statement, to Smt. Irmgard Velagapudi M. Rao, Managing Director, for the financial year 2014-15 and in any two financial years in which there is inadequacy or absence of profits during the balance period of her tenure ending on 28.03.2020.”

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
50	45670578	99.66%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
10	156921	0.34%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



Item No.8

Special Resolution: Payment of Remuneration to Mr. Vinod R.Sethi, Executive Chairman of the Company as per Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013.

“RESOLVED THAT pursuant to paragraphs (B) of Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013, and other applicable provisions, if any, of the said Act, and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay minimum remuneration, as detailed in the Explanatory Statement, to Shri. Vinod R.Sethi, Executive Chairman, for the financial year 2014-15 and in any two financial years in which there is inadequacy or absence of profits during the balance period of his tenure ending on 07.04.2020.”

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
49	45669978	99.66%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
10	156921	0.34%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



Item No.09

Special Resolution: Payment of Remuneration to V.Kiran Rao, Executive Director of the Company as per Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013.

“RESOLVED THAT pursuant to paragraphs (B) of Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013, and other applicable provisions, if any, of the said Act, and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay minimum remuneration, as detailed in the Explanatory Statement, to Smt. V.Kiran Rao, Executive Director, for the financial year 2014-15 and in any two financial years in which there is inadequacy or absence of profits during the balance period of her tenure ending on 28.07.2017.”

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
50	45670578	99.66%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
10	156921	0.34%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



Item No.10Ordinary Resolution: Remuneration of Cost Auditor:

“RESOLVED THAT in pursuance of Section 148 and other applicable provisions of the Companies Act, 2013 and 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 out of pocket expenses to be paid to Mr. V.Srinivasan, Cost Accountant (Membership No.1248) to conduct the audit of cost records of the Company for the financial year ending 31st March, 2016, as approved by the Board of Directors on the recommendation of the Audit Committee, be and is hereby ratified and confirmed.”

i) Voted In **favour** of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
56	45793298	99.92%

ii) Voted **against** the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
4	34201	0.08%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



(Handwritten signature)

VMACS

A Compact Disc (CD) containing a details of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is handed over to the Company.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,



For V. Mahesh & Associates

A handwritten signature in black ink, appearing to be "V. Mahesh".

**V. Mahesh
Practicing Company Secretary**

**Date: 22.08.2015
Place: Chennai**