

RECORDED TRANSCRIPT OF 26th ANNUAL GENERAL MEETING OF K.C.P.SUGAR AND INDUSTRIES CORPORATION LIMITED (27/09/2021 / Monday)

At 10.00 AM, at the end of count down, Company Secretary told the Chairman '**Chairman may please start the proceedings of the Annual General Meeting. The Meeting is on live.**'

Chairman

Good Morning Shareholders.

I am Vinod Sethi, the Executive Chairman of the Board.

I am going to chair and conduct the proceedings of the 26th Annual General Meeting of the Company, from Mumbai.

This Meeting is being recorded and the recorded transcript will be placed in the Website of the Company.

Firstly, I take pleasure in welcoming you all to the 26th Annual General Meeting of K.C.P.Sugar and Industries Corporation Limited.

38 Members have joined the 26th Annual General Meeting of the Company. Requisite Quorum is 30. With 38 Members joining the Meeting, I call the Meeting to be in order.

Let me introduce the Fellow Panellists who have joined the Annual General Meeting:

1. Ms.Irmgard Velagapudi, the Managing Director, from the Registered Office of the Company;
2. Ms.Kiran Velagapudi, the Executive Director, from the Registered Office;

3. Mr.M.S.V.M.Rao, Independent Director and Chairman of Audit Committee has joined the AGM from Hyderabad;
4. Dr.Vithal Rajan, Independent Director and Chairman of Nomination and Remuneration Committee has joined the Meeting from Nilgris;
5. Mr.Adivarahan, Independent Director and Chairman of Stakeholders Relationship Committee from the Registered Office of the Company; and
6. Mr.Pratap Moturi, Independent Director has joined from Registered Office, Chennai
7. Mr.Panneer Selvan, General Manager (Finance) from the Registered Office;
8. Ms.Florence, Senior General Manager (HR and Administration) and Executive Secretary;
9. Ms.Jeba Elavarasi, Company Secretary from the Registered Office;
10. Mr.Siva kumar, representing M/s.Suri & Siva, the Statutory Auditor of the Company has joined the AGM from Alwarpet, Chennai;
11. Ms.Jayashree S. Iyer, the Secretarial Auditor and Scrutiniser of e-Voting Process has joined from Nungambakkam, Chennai;
12. Cost Auditor and Internal Auditor have also joined Meeting.

I call upon the Company Secretary to rush through the rights of the Shareholders in respect of AGM held through Video Conferencing and the adherence of the Company.

Company Secretary	<p>Good Morning everyone.</p> <ol style="list-style-type: none">1. Pursuant to pandemic caused by Covid and consequential enabling notifications of Ministry of Corporate Affairs and SEBI, the 26th Annual General Meeting of the Company is conducted through Video Conferencing;2. Annual Report containing Notice of Annual General Meeting, Financial Statements and Reports of Auditor and Directors were sent by email to the registered email address of the Shareholders and is also available in the Website of the Company at www.kcpsugar.com and in the Websites of BSE and NSE and NSDL.3. Shareholders who hold shares as on the Cut-Off Date, September 20, 2021 are eligible to cast their vote through e-Voting and attending AGM through Video Conferencing;4. Register of Members / Register of Beneficial Owners and Share Transfer Books of the Company is been closed from 21st September, 2021 to 27th September, 2021 for the purpose of 26th Annual General Meeting and payment of dividend for the financial year ended 31/03/2021;5. Members are entitled to cast their vote only by e-Voting;6. Members are entitled to one vote for every one share he / she holds in the Company;7. The Remote e-Voting facility was kept opened for the Shareholders to cast their vote from 9 AM of 24th September, 2021 to till 5 PM of 26th September, 2021;
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8. e-Voting at the AGM will be opened after the conclusion of the Annual General Meeting. Only those Members who have joined the Annual General Meeting and have not casted their vote through Remote e-Voting can cast their vote at the AGM.
9. Members may please go through the e-Voting instructions for casting the vote by e-Voting as available in Page No.245 of the Annual Report and it is also available in the Website of the Company at www.kcpsugar.com;
10. Ms.Jayashree S. Iyer has been appointed as Scrutiniser for scrutinising the e-Voting Process;
11. In order to ensure active participation of Shareholders, Shareholders were requested to send their queries / clarifications through email until 2 days before the AGM. There were no queries received;
12. Proxies are not allowed to join the Annual General Meeting held through Video Conferencing as per the notifications of Ministry of Corporate Affairs;
13. Institutional Shareholders are entitled to join the Meeting and caste vote through their Authorised Representatives, duly informed earlier;
14. Register of Directors and Key Managerial Personnel and their Shareholdings and Register of Contracts or Arrangements in which Directors are interested and Audited Accounts of Subsidiaries are placed in the Website of the Company at www.kcpsugar.com for inspection;

	<p>15. The Company is in due compliance of applicable provisions of the Companies Act, 2013 and SEBI Regulations, in respect of this 26th Annual General Meeting.</p> <p>Thank You Sir.</p>
Chairman	<p>Thank You Ms.Jeba.</p> <p>Chairman briefed about the performance of the Company.</p> <p>Now we have come to the core part of the Meeting.</p> <p>As the Annual Report containing Notice of 26th AGM and Directors' Report has been sent to the Shareholders by email, I take it to be read.</p> <p>The remarks of the Secretarial Auditor in respect of delayed appointment of Independent Woman Director and delayed filing has been duly dealt with in Page No.24 of the Annual Report.</p> <p>I call upon the Company Secretary to take up the subject of Independent Auditor's Report</p>
Company Secretary	<p>The Annual Report sent to the Shareholders also contains the Independent Auditor's Report.</p> <p>There are no adverse remarks or comments or qualifications or observations made by the Statutory Auditor in his Report.</p>

	<p>We shall take the affirmation of the Statutory Auditor, Mr.Siva Kumar who is representing M/s.Suri & Siva, Chartered Accountants.</p> <p>Over to Mr.Sivakumar.</p>
Mr.Siva Kumar	<p>I am Siva Kumar, Chartered Accountant representing M/s.Suri & Siva, Statutory Auditor of the Company.</p> <p>There are no adverse remarks or comments or qualifications or observations on the financial statements of the Company for the Financial Year 2020 - 21.</p> <p>Thank You.</p>
Company Secretary	<p>Thank You Sir. We take the Independent Auditor's Report as read.</p> <p>Over to Chairman.</p>
Chairman	<p>Thank you Ms.Jeba</p> <p>Let us proceed with transacting the businesses stated in the Notice of 26th Annual General Meeting of the Company one by one.</p> <p>As said earlier, Members who have joined the Annual General Meeting and have not casted their vote through Remote e-Voting can cast their vote after the conclusion of AGM and e-Voting will be open for half an hour from the conclusion of AGM. Please go through the e-Voting instructions as available in the Annual Report and Website of the Company.</p>

	<p><u>Ordinary Business - Item No.1</u></p> <p>To receive, consider and adopt the Audited Financial Statements of the Company along with Audited Consolidated Financial Statements of the Company and its Subsidiaries for the financial year ended 31/03/2021 together with the Reports of Auditor and Board of Directors thereon.</p> <p>This resolution is proposed as an Ordinary Resolution.</p> <p>I request the Managing Director to take up the next business.</p> <p>Over to Managing Director.</p>
Managing Director	<p>Thank you Chairman.</p> <p>I am Irmgard Velagapudi, Managing Director of the Company. I take up the Ordinary Business - Item No.2 - To declare Dividend at the rate of 10% on the face value of the Equity Shares of the Company.</p> <p>This resolution is proposed as an Ordinary Resolution.</p> <p>Thank you.</p> <p>Over to Chairman</p>

Chairman	<p>Thank you Managing Director.</p> <p>Since, I am interested in the business stated in Item No.3 and 5, I vacate the Chair and I request Mr.Adivarahan, Independent Director to take the Chair and proceed with Item No.3 and 5 at a stretch.</p>
Mr.K.R.Adivarahan	<p>Thank you Chairman.</p> <p><u>Ordinary Business - Item No.3</u> - To appoint a Director, in the place of Ms.Kiran Velagapudi who retires by rotation and being eligible, offers herself for reappointment.</p> <p>This item is proposed as an Ordinary Resolution.</p> <p><u>Special Business – Item No.5</u> – To ratify Minimum Remuneration of a sum of Rupees Twenty Seven Lakhs Sixty Nine Thousand Six Hundred and Forty Seven Only paid to Ms.Kiran Velagapudi, Executive Director of the Company for the period 29/07/2020 to 31/03/2021 during the Financial Year 2020 – 2021, the fourth year of inadequate profits, during her tenure covering 29/07/2017 to 28/07/2022.</p> <p>The loss sustained by the Company was on account of sectoral problems and it is the Minimum Remuneration paid.</p> <p>This resolution is duly recommended by the Nomination and Remuneration Committee.</p> <p>This item is proposed as a Special Resolution.</p> <p>Thank You.</p> <p>Over to Chairman.</p>

Chairman	<p>Thank you Mr.Adivarahan.</p> <p>Now I will take up the business set out in Item No.4.</p> <p>Special Business – To take the approval of Shareholders to borrow monies from Banks / Financial Institutions subject to a maximum of Rs.300 Crores including the money already borrowed, over and above the aggregate of paid-up share capital and free reserves and securities premium account.</p> <p>Your Company is in the verge of diversification of business so as to augment the business and revenues of the Company. For this purpose, the Company may require prompt financial assistance. As on date, the borrowings of the Company have not exceeded the aggregate of paid-up share capital, free reserves and securities premium account. If situation warrants, to support new business, the Company may require additional borrowings and hence this enabling resolution.</p> <p>This item is proposed as a Special Resolution.</p> <p>Next, <u>Special Business - Item No.6</u> – To invite, accept and renew, Unsecured Deposits from Shareholders and Public on such terms and conditions as provided in the Form DPT-1, annexed to the Annual Report.”</p> <p>This is for the business operations of the Company. The Company has not made any default either in payment of interest or repayment of principal of deposits accepted by the Company till date. The Company is in due compliance of applicable law, in this respect.</p> <p>This item is proposed as a Special Resolution.</p>
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	<p>And finally, Item No.7 – Special Business - To ratify remuneration of a sum of Rupees One Lakh Sixty Four Thousand and Five Hundred Only, exclusive of applicable GST and reimbursement of travel and out of pocket expenses payable to M/s.SRR & Associates, Cost Accountants, for conducting Cost Audit for the financial year ending 31/03/2022.</p> <p>As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration fixed for the Cost Auditor has to be ratified by the Shareholders.</p> <p>This item is proposed as an Ordinary Resolution.</p> <p>With all the resolutions of each business item is being put to vote, I request Ms.Kiran Velagapudi, Executive Director to give Vote of Thanks.</p> <p>Over to Ms.Kiran Velagapudi, Executive Director</p>
Executive Director	<p>Thank You Chairman for giving me this opportunity. It is my privilege to thank all the Stakeholders on behalf of the Company.</p> <p>Good Morning one and all.</p> <p>Hope that pandemic subsides and we all meet in person in good health in the next AGM.</p> <p>Firstly, I would like to thank the Managing Director for her best efforts in managing the affairs of the Company even during these tough times.</p>

I thank the Executive Chairman for his inputs and all the Independent Directors for effectively taking part in the Board Process.

I thank the Senior Officials, Factory Workers and all the employees of the Company who really put in hard work to cope up the difficult times.

I take pleasure in thanking our Wholly Owned Subsidiary, The Eimco – K.C.P. Limited and its Senior Management Personnel and employees for scaling up year by year and also thank KCP Sugars Agricultural Research Farms Limited, another Wholly Owned Subsidiary for adding value to the Company.

I thank the Cane Growers, Sugar Dealers, Business Associates and Service Providers for cordial business dealings.

I also thank our Depositors for their continued trust and support. At this juncture, it would be appropriate to reiterate that the Company has never made any default either in payment of interest or repayment of principal.

I thank the Bankers who have given their continued support at appropriate time.

I thank the Statutory Auditor, Secretarial Auditor, Cost Auditor and Internal Auditor for performing their duties in the right spirit.

I thank our Share Transfer Agent, Integrated Registry Management Services Private Limited and National Stock Exchange of India Limited, Bombay Stock Exchange and our Depositories NSDL and CDSL for their prompt service.

I thank immensely the Shareholders of the Company for their trust. More particularly, I thank the Shareholders who have voted and participated in this Meeting.

Here, I have to thank the Organiser of Annual General Meeting, the NSDL for their best service and our Share Transfer Agent for their best support service.

I should definitely acknowledge and appreciate the efforts of Secretarial Department, IT and Admin Department of the Company for efficiently organising the Annual General Meeting of the Company through Video Conferencing by upholding the rights of the Shareholders which is the very essence of the Annual General Meeting.

I would like to remind that the Shareholders who have participated in this 26th Annual General Meeting of the Company and have not cast their vote through Remote e-Voting may cast their vote till half an hour after the conclusion of the Meeting.

Thank you all.

Keep you in good health.

I am handing back to the Chairman.

Chairman	<p>Thank you Ms.Kiran Velagapudi.</p> <p>e-Voting will be open for half an hour after the conclusion of this Meeting.</p> <p>I reiterate that Members who have joined this Meeting and have not cast their vote by Remote e-Voting, can cast their vote for half an hour after the conclusion of this Meeting.</p> <p>Results of e-Voting will be promptly declared by the Company based on the report of the Scrutiniser, appointed for this purpose. Results will be available in the Website of the Company and in the Websites of BSE and NSE and NSDL.</p> <p>At this juncture, I thank all the Stakeholders of the Company for their continued support and I declare that the 26th Annual General Meeting of the Company is concluded and request the Panellists to leave the Meeting.</p>
At 10.20 AM, the 26 th Annual General Meeting was concluded.	