



K.C.P.SUGAR AND INDUSTRIES CORPORATION LIMITED
CIN: L15421TN1995PLC033198

Registered Office: 'Ramakrishna Buildings', New No.239 (Old No.183) Anna Salai Chennai- 600006
Tel: 044 – 28555171 – 176 / Fax: 044 - 28546617
E-mail:secretarial@kcpsugar.com / Website: <https://www.kcpsugar.com>

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given pursuant to Section 108 and 110 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) under the Companies Act, 2013 (the Act 2013) and Ministry of Corporate Affairs ("MCA") General Circulars No.14/2020 dated 08th April 2020, No.17/2020 dated 13th April 2020, No.22/2020 dated 15th June 2020, No.33/2020 dated 28th September 2020, No.39/2020 dated 31st December 2020, No.10/2021 dated 23rd June 2021, No.20/2021 dated 08th December 2021 and No.03/2022 dated 05th May 2022 (collectively referred to as "MCA Circulars") Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI) and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time) for obtaining approval of the members, by way of Special Resolution, through postal ballot process, the voting on the resolutions covered in the Notice will take place through e-voting only and no physical ballots will be collected.

The draft of the resolutions to be passed, together with the Explanatory Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

The Company is pleased to provide the facility for voting through 'electronic means' to enable members for casting their votes for e-Voting by selecting appropriate options for the Resolutions, in accordance with the provisions of the Act 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015).

In accordance with Regulation 44 of SEBI (LODR) Regulations, 2015 and in terms of Section 108 and 110 of the Act, 2013, the Rules made thereunder and the MCA Circulars, the Company for this purpose, has engaged National Securities Depository Limited (NSDL), an agency authorized by the MCA, for facilitating the members to communicate their assent or dissent through "electronic means" in respect of the resolutions.

The detailed procedures for voting through "electronic means" are given below the Explanatory Statement attached herewith.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, Friday, 16th February 2024. A person who is not a member as on the cut-off date should treat this notice for information purposes only.



The Board of directors (Board), in compliance with Rule 22(5) of the Rules, has appointed Ms. Rajashree Santhanam, Company Secretary in Practice, FCS 10367; Certificate of Practice No.10096 as Scrutinizer, at its meeting held on 9th February 2024, to scrutinize the Postal Ballot process (voting through "electronic means") in a fair and transparent manner.

Members are, therefore, requested to carefully read the instructions printed for voting through "electronic means", namely by –

- (i) Casting their votes electronically from 21st February 2024 (9.00 a.m.) to 21st March 2024 (5.00 p.m.) by following the procedures as explained in the Explanatory Statement.

The Scrutinizer will submit the report on the results of voting through "electronic means" to the Chairman or any one of the Directors of the Company, after completion of the scrutiny of voting by "electronic means".

The results will be announced by any one of the directors of the Company, at the registered office of the Company at 'Ramakrishna Buildings', New No.239 (Old No.183) Anna Salai, Chennai - 600006, on or before Saturday, the 23rd March 2024. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website <https://www.kcpsugar.com> and will be forwarded to the Stock Exchanges where the Company's shares are listed. NSDL has been engaged by the Board of Directors of the Company for facilitating e-voting, will also display these Results on its website.

The last date of voting, i.e., Thursday, the 21st March 2024 will be taken to be the date of passing of the said Resolutions by the members of the Company.

Members requiring any clarification may contact the registered office of the Company or through e-mail viz., secretarial@kcpsugar.com

All documents, referred to in this Notice and in the Explanatory Statement referred to under Section 102(1) of the Act, 2013, are open for inspection at the Registered Office of the Company at 'Ramakrishna Buildings', New No.239 (Old No.183) Anna Salai Chennai - 600006 Tamilnadu, India, during office hours on all working days between 10.00 A.M. and 12.00 Noon upto Thursday, the 21st March 2024.

The said Notice of Postal Ballot have also been placed on the Company's website viz., <https://www.kcpsugar.com> for use by the Members also in the website of the stock exchanges where the shares of the Company are listed and website of the NSDL.

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SPECIAL BUSINESSES:

Item No. 1

Appointment of Mr. Ramachandran Bakthavatsalam (DIN: 10459064) as a Non-Executive Independent Director of the Company:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, **Mr. Ramachandran Bakthavatsalam (DIN: 10459064)**, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of (3) Three years with effect from **1st April, 2024**, and that he shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

Item No. 2

Appointment of Mr. Krishnaswamy Kalyanaraman (DIN: 01761928) as a Non-Executive Independent Director of the Company:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, **Mr. Krishnaswamy Kalyanaraman (DIN: 01761928)**, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation

16(1) (b) of the SEBI (LODR) Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of (3) Three years with effect from **1st April, 2024**, and that he shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

Item No. 3

Appointment of Ms. Malini Lakshmi Narasimhan (DIN: 10480822) as a Non-Executive Independent Director of the Company:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, **Ms. Malini Lakshmi Narasimhan (DIN: 10480822)**, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI (LODR) Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of (3) Three years with effect from **1st April, 2024**, and that she shall not be liable to retire by rotation”.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

By order of the Board
For K.C.P.SUGAR AND INDUSTRIES CORPORATION LIMITED

Place: Chennai
Date: 9th February 2024

IRMGARD VELAGAPUDI
Managing Director

Encl:

- 1) Explanatory Statement in terms of Section 102 (1) of the Companies Act, 2013 and the procedures for voting through “electronic means”.

NOTES:

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') setting out the material facts relating to the business to be transacted is annexed hereto. The relevant details, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) [Listing Regulations] and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, setting out the material facts and reasons concerning the proposals as stated above is annexed hereto
2. Notice is being sent to the members whose names appear on the register of members / list of beneficial owners from NSDL and Central Depository Services (India) Limited (CDSL) as on Friday, 16th February, 2024 (cut-off date)
3. The Notice is being sent to the members in electronic form only to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar Share Transfer Agent (in case of physical shareholding).
4. Members, who have received the Notice, are requested to cast their voting through the e-voting facility on or before Thursday, 21st March 2024 (5.00 P.M.)
5. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for E-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
6. Resolutions passed by the members through voting by electronic means shall be deemed to have been passed as if it has been passed at a general meeting of the members convened in that behalf.
7. Pursuant to the provisions of Section 108 and 110 of the Act 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agency to provide e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are annexed to the Notice.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, being the date fixed for determining the voting rights of members entitled to participate in the e-Voting process through e-Voting platform provided by NSDL by typing the URL: <https://www.evoting.nsdl.com>.
9. A member cannot exercise his / her vote by proxy on postal ballot.

10. The Board of Directors has appointed Ms. Rajashree Santhanam, Company Secretary in Practice FCS 10367; Certificate of Practice No.10096 as Scrutinizers to conduct the postal ballot voting process (voting through electronic means), in a fair and transparent manner.
11. The Scrutinizer will submit the report to the Chairman or any other Board of Directors after the completion of scrutiny and the results of voting through electronic means will be declared by placing it along with the Scrutinizer's report on the Company's website www.kcpsugar.com and communicated to the Stock Exchanges.
12. The resolutions, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Thursday, 21st March 2024.
13. In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at Downloads Section of www.evoting.nsdl.com or contact NSDL at the following telephone no.022-24994600.
14. Members who have not registered their e-mail addresses are requested to register the same with the Company's Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular No.SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 127887 then user ID is 127887001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rajashrees66@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of AADHAAR Card) by email to secretarial@kcpsugar.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of AADHAAR Card) to secretarial@kcpsugar.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Key Information at a Glance:

Cut-off Date to determine eligible Members to vote on the resolution	16 th February 2024
Voting start time and date	9:00 a.m. (IST) on 21 st February 2024
Voting end time and date	5:00 p.m. (IST) on 21 st March 2024
Address and contact details of Registrar and Share Transfer Agent. Contact name:	M/s. Integrated Registry Management Services Private Limited, II Floor, "Kences Towers" No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600 017, Ph No. 044- 28140801-803, Fax No. 044-28142479
Name, address and contact details of e-voting service Contact name	Amit Vishal, Assistant Vice President Pallavi Mhatre Senior Manager National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, India Contact details: evoting@nsdl.co.in; Contact number- 022 - 4886 7000 and 022 - 2499 7000.
NSDL e-voting website address	https://www.evoting.nsdl.com

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ANNEXURE TO THE NOTICE OF POSTAL BALLOT DATED 9th FEBRUARY 2024

ANNEXURE 1

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 1

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on February 09, 2024 considered and recommended to the members the appointment of Mr. Ramachandran Bakthavatsalam (DIN: 10459064) as Non-Executive Independent Director of the Company with effect from 1st April, 2024.

Mr. Ramachandran Bakthavatsalam, 86 years, is a distinguished alumnus from Coimbatore Institute of Technology, Coimbatore, having done a Bachelor's degree in Mechanical Engineering; Diploma in Management Studies & Operations Research from University of Aston, United Kingdom and has also done Diploma in Industrial Engineering from Institute of Work Study United Kingdom. He is a Fellow member of Indian Institute of Industrial Engineering.

He has rich and varied industrial experience as an Industrial Engineer, having worked as a Work study engineer in Tube Products of India and as a Chief Industrial Engineer in T. I. Stainless Tubes, United Kingdom. He has held various leadership positions having headed the Human Resource Department in industrial engineering and other Management Services function in various organisation and had demonstrated General Management skills, Problem Solving, Decision Making, Relationship Building expertise, and exhibited throughout his tenure the competency to interact with people at all levels of the organisation.

After Retirement, he moved into Academics, he held position as Dean in Sastha Engineering College and was an Advisor to Veltech Group. He has also served as a Director - MBA in Sriram Institute of Management and Prathyusa Engineering College.

An educational professional, demonstrated almost for 4 decades of expertise in the Education realm as a Professor, Examiner for various projects for MBA curriculum, Trainer cum Resource person in various Universities like Anna University, Madras University, Sri Venkateswara University.

He is qualified to be appointed as Non-executive Independent Director of the company in terms of Section under Section 149(6) of the Act and the Rules made thereunder read with Regulation 16(1)(b) of the SEBI (LODR) Regulations and has given his consent to act as Independent Director.

The Company has also received declaration from him, confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

The Company has also received notice under Section 160 of the Act from a member proposing the candidature of Mr. Ramachandran Bakthavatsalam (DIN: 10459064) for the office of Non-Executive Independent Director of the Company.

Details of pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General

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Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure 2" to the Postal Ballot Notice.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the meetings within the limits stipulated under Section 197 of the Act and Rules made thereunder.

In accordance with the provisions of Section 152 of the Act and applicable provisions of the Listing Regulations, appointment of a director requires approval of members of the company by way of a Special resolution.

Accordingly, the approval of Members is being sought for appointment of Mr. Ramachandran Bakthavatsalam as Non-Executive Independent Director of the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item Nos. 1 of the Postal Ballot Notice for approval by the Members.

Item No. 2

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on February 09, 2024 considered and recommended to the members the appointment of Mr. Krishnaswamy Kalyanaraman (DIN: 01761928) as Non-Executive Independent Director of the Company with effect from 1st April, 2024.

Mr. K. Kalyanaraman, 78 years, holds a Bachelor's degree in Mechanical Engineering from Thiagarajar College of Engineering Madurai and has done Masters of Technology (M.Tech) from Indian Institute of Technology, Kharagpur.

He has rich and varied experience of more than 55 years in Mechanical Engineering, having done extensive research on both Pneumatic and Hydraulic Conveying of Solids and has authored various publications relating to this subject and has notable accomplishments in developing plant for Hydraulic Conveying of solid materials. He received award for Best Article from the then President of India Mr. Fakhruddin Ali Ahmed for the article on Hydraulic Conveyance of Solids. He was also named as the Best Engineer in Sugar Industry in the year 2005 by the Institute of Engineer, Kolkata.

As a Mechanical Engineer, he has held leadership positions in operations, Corporate Strategy and Planning and has led key business transformation and organizational restructuring projects. Having headed the senior position, he has played a pivotal role in developing the vision and long-term objectives, improving growth and profitability, driving a high-performance culture geared towards operational excellence and consistent value creation for stakeholders.

He is qualified to be appointed as Non-executive Independent Director of the company in terms of Section under Section 149(6) of the Act and the Rules made thereunder read with Regulation 16(1)(b) of the SEBI (LODR) Regulations and has given his consent to act as Independent Director.

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The Company has also received declaration from him, confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

The Company has also received notice under Section 160 of the Act from a member proposing the candidature of Mr. Krishnaswamy Kalyanaraman (DIN: 01761928) for the office of Non-Executive Independent Director of the Company.

Details of pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure 2" to the Postal Ballot Notice.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the meetings within the limits stipulated under Section 197 of the Act and Rules made thereunder.

In accordance with the provisions of Section 152 of the Act and applicable provisions of the Listing Regulations, appointment of a director requires approval of members of the company by way of a Special resolution.

Accordingly, the approval of Members is being sought for appointment of Mr. Krishnaswamy Kalyanaraman as Non-Executive Independent Director of the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item Nos. 2 of the Postal Ballot Notice for approval by the Members.

Item No. 3

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on February 09, 2024 considered and recommended to the members the appointment of Ms. Malini Lakshmi Narasimhan (DIN: 10480822), as Non-Executive Independent Director of the Company with effect from 1st April, 2024.

Ms. Malini Narasimhan, 59, a Bachelor of Science (Nutrition and Dietetics) from Women's Christian College, Chennai, is an Event planner and renowned wedding designer for past 25 years, known for her traditional decor with hand-crafted flowers and garland makers. Her work is readying a series of massive installations bang in India. She is known for her preference over the traditional way of decoration and also binds tradition and modernity into a combination her clients adore.

She is a well-known Women Entrepreneur and founder of Coimbatore based Wedding Planning and Decoration Company named The Mind's Eye. She was on the Committee on The Crafts Council, and has been part of many work which dates back centuries-old garland making craft from Tamil Nadu



and Andhra Pradesh. In her career she has worked with Artisans from all over globe and she has played a pivotal role in introducing the 3D techniques and styles in the design industry. She has been an advisor and Jury on various award shows and functions considering her valuable expertise in this field.

She also upholds the fame of being the first inductee ever in the International Convention of the Wedding Fraternity (ICWF) Hall of Fame.

She is qualified to be appointed as Non-executive Independent Director of the company in terms of Section under Section 149(6) of the Act and the Rules made thereunder read with Regulation 16(1)(b) of the SEBI (LODR) Regulations and has given her consent to act as Independent Director.

The Company has also received declaration from her, confirming that she is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

The Company has also received notice under Section 160 of the Act from a member proposing the candidature of Ms. Malini Lakshmi Narasimhan (DIN: 10480822), for the office of Non-Executive Independent Director of the Company.

Details of pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, and are provided in the "Annexure 2" to the Postal Ballot Notice.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the meetings within the limits stipulated under Section 197 of the Act and Rules made thereunder.

In accordance with the provisions of Section 152 of the Act and applicable provisions of the Listing Regulations, appointment of a director requires approval of members of the company by way of a Special resolution.

Accordingly, the approval of Members is being sought for appointment of Ms. Malini Lakshmi Narasimhan as Non-Executive Independent Director of the Company.

Ms. Malini Lakshmi Narasimhan is a cousin to Ms.Kiran Velagapudi, Executive Director and none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item Nos. 3 of the Postal Ballot Notice for approval by the Members.

By order of the Board
For K.C.P.SUGAR AND INDUSTRIES CORPORATION LIMITED

Place: Chennai
Date: 9th February 2024

IRMGARD VELAGAPUDI
Managing Director

ANNEXURE 2

PROFILE OF THE DIRECTORS PROPOSED TO BE APPOINTED

PARTICULARS OF DIRECTORS SEEKING APPOINTMENT AS REQUIRED TO BE FURNISHED UNDER CLAUSE 1.2.5 OF THE (SS - 2) SECRETARIAL STANDARD ON GENERAL MEETINGS / REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name	Mr.Ramachandran Bakthavatsalam	Mr.Krishnaswamy Kalyanaraman	Ms.Malini Lakshmi Narasimhan
Date of Birth	12-12-1937	29-06-1945	21-11-1964
DIN	10459064	01761928	10480822
Qualification	Bachelor's degree in Mechanical Engineering; Diploma in Management Studies & Operations Research; Diploma in Industrial Engineering	Bachelor's degree in Mechanical Engineering; M.Tech from IIT, Kharagpur	B.SC, Nutrition and Dietetics
Experience and other details	He has over 50 years of experience in Industrial Engineering	He has over 50 years of experience in Mechanical Engineering	She has over 25 years of experience as Event Planner
Current remuneration (last drawn remuneration)	Nil	Nil	Nil
Shareholding in the Company	1870 Shares	Nil	310120 Shares
Terms and conditions of appointment	As per the terms of Resolution proposed for approval of the shareholders.	As per the terms of Resolution proposed for approval of the shareholders.	As per the terms of Resolution proposed for approval of the shareholders.
Details of remuneration last drawn (FY 2022-23)	Nil	Nil	Nil
Details of proposed remuneration	Sitting fees for attending the Board and other committee meetings.	Sitting fees for attending the Board and other committee meetings.	Sitting fees for attending the Board and other committee meetings.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil	She is Cousin of Ms.Kiran Velagapudi, Executive Director

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Number of meetings of the Board attended during the year	Nil	Nil	Nil
Chairperson / Membership of the Statutory Committee(s) of Board of Directors	Nil	Nil	Nil
Other Directorships, Memberships / Chairmanship of Committees of other Boards	Nil	Nil	Nil
Nature of expertise in specific functional area	Corporate Negotiations, Business Planning, Business Development, Investor Relations, Commercial and People Development	Financial Management, Financial Control, Systems and Process, Business Development, Treasury, Capital Raising, Business Structuring and Strategic Planning	Managing Businesses, Business Planning, Business Development, Commercial and Business Structuring and Strategic Planning