K.C.P. SUGAR AND INDUSTRIES CORPORATION LTD.

Regd. Office : "Ramakrishna Buildings", Post Box No. 727, No.239, (Old No.183), Anna Salai, Chennai - 600 006.
Ph : 044 2855 5171 to 5176, 6551 4966 Fax : 044 2854 6617 / 2855 5863 E-mail : kcpsugar@vsnl.com
CIN - L15421TN1995PLC033198

13/09/2019

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (E)

Dear Sir,

Sub: Summary of the 24th Annual General Meeting

We hereby enclose the Summary of the Proceedings of the 24th Annual General Meeting of the Company held on September, 12 2019 and voting results of the Company.

We request you to take it on record and do the needful.

Thank you,
For K.C.P Sugar and Industries Corporation Limited

R.Ganesan
Chief Financial Officer

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CIN - L15421TN1995PLC033198

SUMMARY OF PROCEEDINGS OF TWENTY FOURTH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 12TH SEPTEMBER 2019 AT 10.00 A.M. AT SADHGURU GNANANANDA HALL, NARADA GANA SABHA, NO.314, T.T.K.ROAD, ALWARPET, CHENNAI 600018:

In accordance with article 82 of Articles of Association of the Company, Shri. Vinod R.Sethi, Executive Chairman took the Chair. The Chairman announced the presence of requiste quorum and thereafter called the meeting to order.

With the permission of members, the Chairman took the notice and the unqualified Auditor's Report as read.

All the eight resolutions set out in the notice were taken one by one and the members observations and comments were invited. The queries put forth and clarifications sought by the members were answered suitably by the Chairman.

The Chief Financial Officer of the Company informed the members that remote e-voting facility through NSDL platform under section 108 of the Companies Act, 2013, read with rule 20 of Companies (Management & Administration), Rules, 2015 and regulation 44 of SEBI (LODR) Regulations, 2015, was made available to the shareholders on the register of members as of cut-off date, viz, 5th September 2019. He informed that the remote e-voting facility remained open for 3 days from 9.00 am on 09.09.2019 to 5.00 pm on 11.09.2019 to facilitate the members to vote on all the resolutions set out in the notice for the 24th Annual General Meeting of the Company.

The Company further informed that the facility of voting through polling paper was available at the venue of the AGM for the benefit of the shareholders who could not avail the remote e-voting facility, but are present at the meeting. He added that M/s.V.Mahesh & Associates, Practising Company Secretaries in Chennai, were appointed as Scrutinizer for scrutinizing the remote e-voting process as well as the physical ballot process at the venue of the meeting and to ensure that the conduct of the polling process in a fair and transparent manner.

Thereafter, the following items of business as per the notice of the 24th Annual General Meeting were transacted.

Resolution No.	Resolution	Type of Resolution
ORDINARY BUSINESS		
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended 31st March 2019.	ORDINARY
2.	Approval of dividend at Re.0.10 per equity share for the financial year ended 31st March 2019.	ORDINARY

→ 2.

3.	To appoint a Director in place of Smt Kiran Velagapudi (DIN: 00091466) who retires by rotation, and being eligible, offers herself for reappointment.	ORDINARY
SPECIAL BUSINESS		
4.	Reappointment of Dr Vithal Rajan (DIN: 00021571) as an Independent Director for a second term of five years 01.04.2019 to 31.03.2024.	SPECIAL
5.	Reappointment of Shri M S V M Rao (DIN: 00423640) as an Independent Director for a second term of five years 01.04.2019 to 31.03.2024	SPECIAL
6.	Reappointment of Shri Prathap K Moturi (DIN:00020630) as an Independent Director for a second term of five years 01.04.2019 to 31.03.2024.	SPECIAL
7.	Payment of Commission on profits to Non-whole Time Directors for a period of five financial years 2019-2020 to 2023-2024	SPECIAL
8.	Ratification of Remuneration to Cost Auditors for the financial years 2019-2020.	ORDINARY

The voting results in accordinance with the provisions of Regulation 44 (3) of SEBI (LODR) Regulations, 2015 on the above resolutions shall be communicated to the Stock Exchanges upon receipt of report from the Scrutinizer, within 48 hours from the conclusion of the 24th Annual General meeting. The results shall also be placed on the Company's website and NSDL website.

The meeting conluded at 11.30 A.M. with the vote of thanks.

For K.C.P.SUGAR AND INDUSTRIES CORPORATION LIMITED

R GANESAN
CHIEF FINANCIAL OFFICER

V.MAHESH & ASSOCIATES
COMPANY SECRETARIES

#39/19 Aspen Court, 3rd Floor,
6th Main Road, R.A Puram,
Chennai – 600 028.
Telefax : 91 (44) 2435 4113
Phone : 91 (44) 4317 4474
Email : chennaiho@vmacs.co.in

COMBINED REPORT OF SCRUTINIZER (E-VOTING & POLL)
[Pursuant to Section 108 & 109 of the Companies Act, 2013 read along with rule 20 of Companies (Management and Administration) Amendment Rules, 2015 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of the 24th 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 the resolutions passed by e-Voting and poll.

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 to receive, scrutinise the polling process at the meeting through ballot papers as per the provisions of Section 108 and Section 109 of the Companies Act, 2013 read along with the respective rules for the resolutions mentioned in the notice calling the 24th Annual General Meeting held on Thursday, the 12th day of September, 2019 at 10.00 A.M.

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

i) The e-voting period was kept open from Monday, the 9th day of September, 2019 (09.00 a.m. IST) to Wednesday, the 11th day of September, 2019 (05.00 p.m. IST). We further confirm that e-voting facility was closed at 05.00 P.M on the 11th day of September, 2019.

ii) The Members of the Company as on the "**Cut-off date**" (05th day of September, 2019) were entitled to vote on resolutions as set out in the notice.

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 and poll are as under:

V. MAHESH & ASSOCIATES
V. MAHESH
C.P.No.2473
M No. 4162

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, 2019 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
33	**45967002**	**99.99**

Voted against the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
2	**101**	**0.01**

Invalid Votes:

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

V. MAHESH & ASSOCIATES
V: MAHESH
C.P.No.2473
M No. 4162
COMPANY SECRETARY

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
33	**45967101**	**99.99**

Voted against the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
1	**1**	**0.01**

Invalid Votes:

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

V. MAHESH & ASSOCIATES
V. MAHESH
C.P.No.2473
M.No. 4162
COMPANY SECRETARY

Item No. 3

Ordinary Resolution:

To appoint a Director in place of Smt.KiranVelagapudi (DIN: 00091466), who retires by rotation, and being eligible, offers herself 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
32	**45956502**	**99.98**

Voted against the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
2	**10201**	**0.02**

Invalid Votes:

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

V.MAHESH & ASSOCIATES
V. MAHESH
C.P.No.2473
M.No. 4162
COMPANY SECRETARY

Special Business

Item No.4

Special Resolution:

"RESOLVEDTHAT in accordance with the provision of Section 149,150 and 152 and other applicable provisions, if any,of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements)Regulations,2015 including any statutory modifications or re-enactments thereof for the time being in force,DrVithalRajan(DIN 00021571) an Independent Director of the Company who has submitted a Declaration that he meets the criteria for independence as provided in the Companies Act ,2013and SEBI (LODR) Regulations,2015 for reappointment be and is hereby reappointed as an Independent Director to hold office for a second term of five years from 1st April 2019 till31stMarch2024,not liable to retire by rotation during the said term of reappointment.

Voted In Favour Of The Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
31	**45956501**	**99.98**

Voted Against The Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
3	**10202**	**0.02**

Invalid Votes:

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

V. MAHESH & ASSOCIATES COMPANY SECRETARIES
V: MAHESH
C.P.No.2473
M.No.4162

Item No.5

Special Resolution:

"RESOLVED THAT in accordance with the provision of Section 149,150 and 152 and other applicable provisions, if any,of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements)Regulations,2015 including any statutory modifications or re-enactments thereof for the time being in force, MSVM Rao(DIN-00432640), an Independent Director of the Company who has submitted a Declaration that he meets the criteria for independence as provided in the Companies Act,2013and SEBI (LODR) Regulations,2015 for reappointment be and is hereby reappointed as an Independent Director to hold office for a second term of five years from 1st April 2019 till31st March2024,not liable to retire by rotation during the said term of reappointment."

Voted in favour of the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
31	**45956501**	**99.98**

Voted against the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
3	**10202**	**0.02**

Invalid Votes:

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

V. MAHESH & ASSOCIATES
V: MAHESH
C.P.No.2473
M.No. 4162
COMPANY SECRETARY

Item No.6

Special Resolution:

"RESOLVEDTHAT in accordance with the provision of Section 149,150 and 152 and other applicable provisions, if any,of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements)Regulations,2015 including any statutory modifications or re-enactments thereof for the time being in force, Pratap K Moturi(DIN-00020630) an Independent Director of the Company who has submitted a Declaration that he meets the criteria for independence as provided in the Companies Act,2013and SEBI (LODR) Regulations,2015 for reappointment be and is hereby reappointed as an Independent Director to hold office for a second term of five years from 1st April 2019 till31stMarch2024,not liable to retire by rotation during the said term of reappointment."

Voted in favour of the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
31	**45956501**	**99.98**

Voted against the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
3	**10202**	**0.02**

Invalid Votes:

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

V. MAHESH & ASSOCIATES
V: MAHESH
C.P.No.2473
M.No. 4162
COMPANY SECRETARY

Item No.7

Special Resolution:

"RESOLVED THAT pursuant to Article 148 of the Articles of Association of the Company and the provisions of Section 197 and 198 and other applicable provisions of the Companies Act, 2013 or any statutory modification or re-enactment thereof and subject to such approvals as may be necessary, the Non Whole time Directors of the Company (other than the Wholetime Directors and Nominee Directors) be paid as remuneration for each of the five financial years beginning from financial year 2019 – 20 till the financial year 2023- 24, an amount not exceeding one percent of the net profits of the Company and computed in the manner laid down in Section 198, of the Companies Act,2013 and to be divided amongst the said Non Wholetime Directors in such manner as the Board of Directors of the Company may from time to time determine and in default of such determination equally, provided that none of the Directors aforesaid shall receive individually in a financial year a sum exceeding Rs.1.75 lakhs (Rupees One lakh and seventy five thousand only) and further that the payment of the sum in the above manner shall be in addition to the sitting fee per meeting of the Board/Committee which each such Director is entitled to receive under the Articles of Association of the Company and as per the approval of the Board of Directors from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be deemed expedient or desirable to give effect to this resolution."

Voted in favour of the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
29	**45954851**	**99.97**

Voted against the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
6	**12252**	**0.03**

V. MAHESH & ASSOCIATES
V. MAHESH
C.P.No.2473
M.No. 4162
COMPANY SECRETARY

Invalid Votes:

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

V. MAHESH & ASSOCIATES
V. MAHESH
C.P.No.2473
M.No. 4162
COMPANY SECRETARY

Ordinary Business

Item No.8

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 2020."

Voted in favour of the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
33	**45966702**	**99.99**

Voted against the Resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
2	**401**	**0.01**

V. MAHESH & ASSOCIATES
V. MAHESH
C.P.No.2473
M.No.4182
COMPANY SECRETARY

Invalid Votes:

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

For V. Mahesh & Associates,
Company Secretaries

V. MAHESH & ASSOCIATES * COMPANY SECRETARY * V: MAHESH C.P.No.2473 M.No 4162

Place: Chennai
Date: 13.09.2019

V. Mahesh
PracticingCompanySecretary