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: Details of Voting Results of 24th Annual General Meeting (AGM) of the Company held on 12.09.2019

We submit herewith the details of voting results of the business transacted at the 24th Annual General Meeting of the Company held on Thursday, the 12th September, 2019 at "Sathguru Gnanananda Hall" Narada Gana Sabha, 314, T.T.K.Road, Alwarpet, Chennai 600018 along with the Scrutiniser's Report.

Thanking You,

Sincerely,
For K.C.P Sugar and Industries Corporation Limited

R. Ganesan
Chief Financial Officer

General Information	
Name of the Company	K.C.P.SUGAR AND INDUSTRIES CORPORATION LIMITED
Type of Meeting	Annual General Meeting (AGM)
Date of the Meeting	12.09.2019
Total Number of Shareholders as on record date	28615
Number of Shareholders present at the meeting either in person or proxy	
Promoters & Promoters Group	6
Public	548
Number of Shareholders attended the meeting through Video Conferencing	
Promoters & Promoters Group	0
Public	0

For K.C.P. Sugar and Industries Corporation

K.C.P. Sugar and Industries Corporation Ltd. Chennai 600 006

R. GANESAN
Chief Financial Officer

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	45916766	45916766	100.0000	45916766	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	45916766	45916766	100.0000	45916766	0	100.0000	0.0000
Public- Institutions	E-Voting	54520	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	54520	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	67413764	49176	0.0729	49076	100	99.7966	0.2034
	Poll		1161	0.0017	1160	1	99.9139	0.0861
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	67413764	50337	0.0747	50236	101	99.7994	0.2006
Total		113385050	45967103	40.5407	45967002	101	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	

K.C.P. Sugar and Industries Corporation Ltd. Chennai 600 006

For K.C.P. Sugar and Industries Corporation Ltd

R. GANESAN
Chief Financial Officer

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				2. Approval of dividend at Re.0.10 per equity share for the financial year ended 31st March 2019				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	45916766	45916766	100.0000	45916766	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	45916766	45916766	100.0000	45916766	0	100.0000	0.0000
Public- Institutions	E-Voting	54520	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	54520	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	67413764	49175	0.0729	49175	0	100.0000	0.0000
	Poll		1161	0.0017	1160	1	99.9139	0.0861
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	67413764	50336	0.0747	50335	1	99.9980	0.0020
Total		113385050	45967102	40.5407	45967101	1	100.0000	0.0000
					Whether resolution is Pass or Not.		Yes	

K.C.P. Sugar and Industries Corporation Ltd. Chennai 600 006

For K.C.P. Sugar and Industries Corporation Ltd.

R. GANESAN
Chief Financial Officer

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				3. To appoint a Director in place of Smt V Kiran Velagapudi (DIN: 00091466) who retires by rotation, and being eligible, offers herself for reappointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	45916766	45916766	100.0000	45916766	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	45916766	45916766	100.0000	45916766	0	100.0000	0.0000
Public- Institutions	E-Voting	54520	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	54520	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	67413764	48776	0.0724	38576	10200	79.0881	20.9119
	Poll		1161	0.0017	1160	1	99.9139	0.0861
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	67413764	49937	0.0741	39736	10201	79.5723	20.4277
Total		113385050	45966703	40.5404	45956502	10201	99.9778	0.0222
Whether resolution is Pass or Not.							Yes	

K.C.P. Sugar and Industries Corporation Ltd. Chennai 600 006

For K.C.P. Sugar and Industries Corporation Ltd.

R. GANESAN
Chief Financial Officer

Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	45916766	45916766	100.0000	45916766	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	45916766	45916766	100.0000	45916766	0	100.0000	0.0000
Public- Institutions	E-Voting	54520	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	54520	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	67413764	48776	0.0724	38575	10201	79.0860	20.9140
	Poll		1161	0.0017	1160	1	99.9139	0.0861
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	67413764	49937	0.0741	39735	10202	79.5703	20.4297
Total		113385050	45966703	40.5404	45956501	10202	99.9778	0.0222
Whether resolution is Pass or Not.							Yes	

K.C.P. Sugar and Industries Corporation Ltd. Chennai 600 006

For K.C.P. Sugar and Industries Corp.

R. GANESAN
Chief Financial Officer

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	45916766	45916766	100.0000	45916766	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	45916766	45916766	100.0000	45916766	0	100.0000	0.0000
Public- Institutions	E-Voting	54520	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	54520	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	67413764	48776	0.0724	38575	10201	79.0860	20.9140
	Poll		1161	0.0017	1160	1	99.9139	0.0861
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	67413764	49937	0.0741	39735	10202	79.5703	20.4297
Total		113385050	45966703	40.5404	45956501	10202	99.9778	0.0222
Whether resolution is Passed or Not								Yes

For R.C.M. Sugar and Industries Corporation Ltd.

R. GANESAN
Chief Financial Officer

Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	45916766	45916766	100.0000	45916766	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	45916766	45916766	100.0000	45916766	0	100.0000	0.0000
Public- Institutions	E-Voting	54520	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	54520	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	67413764	48776	0.0724	38575	10201	79.0860	20.9140
	Poll		1161	0.0017	1160	1	99.9139	0.0861
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	67413764	49937	0.0741	39735	10202	79.5703	20.4297
Total		113385050	45966703	40.5404	45956501	10202	99.9778	0.0222
For K.C.P. Sugar and Industries Corporation Ltd. Whether resolution is Pass or Not.							Yes	

K.C.P. Sugar and Industries Corporation Ltd. Chennai 600 006

R. GANESAN
Chief Financial Officer

Resolution (7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				7. Payment of Commission on profits to Non-whole Time Directors for a period of five financial years 2019-2020 to 2023-2024				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	45916766	45916766	100.0000	45916766	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	45916766	45916766	100.0000	45916766	0	100.0000	0.0000
Public- Institutions	E-Voting	54520	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	54520	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	67413764	49176	0.0729	36925	12251	75.0874	24.9126
	Poll		1161	0.0017	1160	1	99.9139	0.0861
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	67413764	50337	0.0747	38085	12252	75.6601	24.3399
Total		113385050	45967103	40.5407	45954851	12252	99.9733	0.0267
				For K.C.P. Sugar and Industries Corporation Ltd.		Whether resolution is Pass or Not.	Yes	

K.C.P. Sugar and Industries Corporation Ltd. Chennai 600 006

R. GANESAN
Chief Financial Officer

Resolution (8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				8. Ratification of Remuneration to Cost Auditors for the financial years 2019-2020				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	45916766	45916766	100.0000	45916766	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	45916766	45916766	100.0000	45916766	0	100.0000	0.0000
Public- Institutions	E-Voting	54520	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	54520	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	67413764	49176	0.0729	48776	400	99.1866	0.8134
	Poll		1161	0.0017	1160	1	99.9139	0.0861
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	67413764	50337	0.0747	49936	401	99.2034	0.7966
Total		113385050	45967103	40.5407	45966702	401	99.9991	0.0009
					Whether resolution is Pass or Not.		Yes	

K.C.P. Sugar and Industries Corporation Ltd. Chennai 600 006

For K.C.P. Sugar and Industries Corporation Ltd.

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