



# 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 Fax : 044 2854 6617 E-mail : hr@kepsugar.com, finance@kepsugar.com  
CIN - L15421TN1995PLC033198

September 25, 2020

To

**National Stock Exchange of India Ltd | BSE Limited**

Dear Sir / Madam,

**Sub:** Summary of the Proceedings of 25<sup>th</sup> AGM of K.C.P.Sugar and Industries Corporation Limited and Scrutiniser's Report on e-Voting

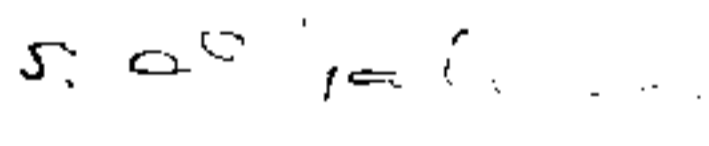
Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached Summary of the Proceedings of 25<sup>th</sup> Annual General Meeting of K.C.P.Sugar and Industries Corporation Limited held on 25/09/2020 through Video Conferencing at 10 AM along with the Report of Scrutiniser on e-Voting Results.

Please take on record.

Thanking You,

Yours Truly,

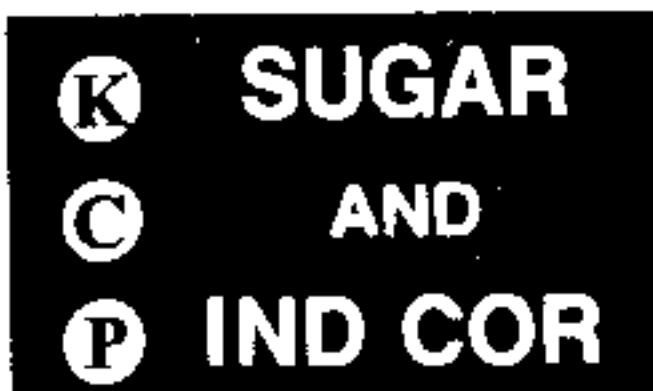
For **K.C.P.Sugar and Industries Corporation Limited**

  
S.Chidambaram  
Company Secretary

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◇ Leading Manufacturers of Premium Grade Sugars, Rectified Spirit, Anhydrous Alcohol, Extranatural Alcohol, Co2, Calcium Lactate, Bio-Fertilizers, Bio-Compost and Mycorrhiza Inoculum.

Factories at	- Vuyyuru,	Krishna Dist., A.P. - 521 165.	Tel : 08676 232001/02	Fax : 08676 232640
	- Lakshmipuram,	Krishna Dist., A.P. - 521 131.	Tel : 08671 222046	Fax : 08671 222640



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## SUMMARY OF PROCEEDINGS OF 25<sup>th</sup> ANNUAL GENERAL MEETING OF K.C.P.SUGAR AND INDUSTRIES CORPORATION LIMITED

1. The 25<sup>th</sup> Annual General Meeting ("AGM") of K.C.P.Sugar and Industries Corporation Limited ("Company") held through **Video Conferencing** commenced at 10.00 AM. The Venue for the AGM is Registered Office of the Company.
2. The Company availed the services of NSDL for conducting AGM through Video Conferencing.
3. Directors present at the AGM held through Video Conferencing:

S. No.	Name of the Director	Designation	Place
(i)	Mr.Vinod R.Sethi	Executive Chairman	Mumbai
(ii)	Ms.Irmgard Velagapudi	Managing Director and Chairman of CSR Committee	Registered Office, Chennai
(iii)	Ms.Kiran Velagapudi	Executive Director	Registered Office, Chennai
(iv)	Mr.M.S.V.M.Rao	Independent Director and Chairman of Audit Committee	Hyderabad
(v)	Dr.Vithal Rajan	Independent Director and Chairman of Nomination and Remuneration Committee	Nilgiris
(vi)	Mr.K.R.Adivarahan	Independent Director and Chairman of Stakeholders Relationship Committee	Registered Office, Chennai
(vii)	Mr.Pratap K.Moturi	Independent Director	Chennai

*J.V.*

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Factories at - Vuyyuru, Krishna Dist., A.P. - 521 165. Tel : 08676 232001/02 Fax : 08676 232640  
- Lakshmipuram. Krishna Dist., A.P. - 521 131. Tel : 08671 222046 Fax : 08671 222640

4. Persons in attendance at the AGM through Video Conferencing:

S. No.	Name	Designation	Place
(i)	Mr.S.Chidambaram	Company Secretary	Registered Office, Chennai
(ii)	Mr.R.Ganesan	Chief Financial Officer	Registered Office, Chennai
(iii)	Mr.Siva Kumar	Statutory Auditor (representing M/s.Suri & Siva, Chartered Accountants)	Chennai

5. Ms.Jayashree S.Iyer, Scrutiniser / Secretarial Auditor, Mr.R.Ravi, Cost Auditor and Mr.Manisekaran, Internal Auditor have also attended the AGM.
6. 40 (Forty) Members have joined the AGM through Video Conferencing including 6 Directors who are Shareholders. Requisite Quorum was present.
7. Pursuant to Article 82 of Articles of Association of the Company, Mr.Vinod R.Sethi, Executive Chairman took the Chair and presided over the AGM.
8. Chairman welcomed and addressed the Members of the Company on Scenario of Sugar Industry, Performance of the Company and Impact of Corona.
9. Chairman made note of the following in the AGM:
- that Annual Report was sent to the Members by email to their registered email address;
  - that Remote e-Voting was made available for the Members from 22/09/2020, 9AM to 24/09/2020, 5 PM;
  - that Cut-off date for determining the eligibility of Members for e-Voting and attending AGM was fixed as 18/09/2020;
  - that Only e-Voting is available for Members to cast their vote as the AGM is conducted through Video Conferencing;
  - that e-Voting is available for Members who have attended the AGM and have not cast their vote by Remote e-Voting on the date of AGM from 10 AM to 1 PM; and
  - that Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or Arrangements in which Directors are interested are available for inspection by Members in the NSDL Portal and also in the Website of the Company.

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10. Notice of AGM and Directors' Report was taken as read.
11. Statutory Auditor affirmed that there are no qualifications, adverse remarks or comments on the financial statements of the Company and thus, Independent Auditor's Report was taken as read.
12. Chairman answered the queries sent by Members through email before the date of AGM.
13. The following businesses as set out in the Notice of AGM were proposed one by one:

S. No.	Resolutions Proposed	Proposed by
(i)	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 31/03/2020 together with the Reports of Auditor and Board of Directors thereon. <b>(Ordinary Resolution)</b>	Mr.Vinod R.Sethi, Executive Chairman
(ii)	To declare Dividend at the rate of 10% on the face value of the Equity Shares of the Company. <b>(Ordinary Resolution)</b>	Ms.Irmgard Velagapudi, Managing Director
(iii)	To appoint a Director, in the place of Mr.Vinod R. Sethi (DIN:00106598) <b>(Ordinary Resolution)</b>	Mr.K.R.Adivarahan, Independent Director
(iv)	Reappointment of Ms.Irmgard Velagapudi (DIN: 0091370) as the Managing Director of the Company <b>(Special Resolution)</b>	Mr.K.R.Adivarahan, Independent Director
(v)	Reappointment of Mr.Vinod R.Sethi (DIN: 00106598) as Whole-Time Director of the Company. <b>(Special Resolution)</b>	Mr.K.R.Adivarahan, Independent Director
(vi)	Ratification of Minimum Remuneration paid to Managerial Personnel. <b>(Special Resolution)</b>	Mr.K.R.Adivarahan, Independent Director
(vii)	Ratification of Remuneration to Cost Auditor <b>(Ordinary Resolution)</b>	Mr.K.R.Adivarahan, Independent Director

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14. Members who have attended the AGM and have not cast their vote by Remote e-Voting were allowed to vote by e-Voting from 10 AM to 1 PM on the date of AGM in the same manner provided for Remote e-Voting in NSDL Portal.
15. Ms.Kiran Velagapudi, Executive Director gave Vote of Thanks.
16. The Chairman concluded the Meeting at 10.25 AM.
17. Ms.Jayashree S.Iyer, Practising Company Secretary was appointed as Scrutiniser for scrutinising Remote e-Voting and e-Voting at AGM.
18. The Report of Scrutiniser was received and accordingly, all the resolutions as set out in the Notice of AGM were duly passed.

Place: Chennai  
Date : 25/09/2020

For **K.C.P.Sugar and Industries Corporation Limited**

S.Chidambaram  
Company Secretary

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**JAYASHREE S IYER**  
**PRACTISING COMPANY SECRETARY, INSOLVENCY PROFESSIONAL & REGISTERED VALUER**

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FORM NO. MGT.13

**Report of Scrutinizer**

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

To,  
Chairman

25<sup>th</sup>Annual General Meeting of the Equity Shareholders of  
M/s K.C.P.Sugar and Industries Corporation Limited  
(CIN: L15421TN1995PLC033198)  
held on September 25, 2020 at 10.00 AM IST

Dear Sir,

**Re: Consolidated Scrutinizer Report on remote e-voting and e-voting at the 25<sup>th</sup>AGM pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended for the 25<sup>th</sup> Annual General Meeting of M/s K.C.P. Sugar and Industries Corporation Limited held on Friday, the September 25, 2020 at 10.00 AM IST through video conferencing ("VC") / other Audio Visual Means ("OVAM")**

I, Jayashree S Iyer, appointed as Scrutinizer by the Board of Directors of M/s K.C.P. Sugar and Industries Corporation Limited to scrutinize remote e-voting as well as electronic voting (remote) at the 25<sup>th</sup>Annual General Meeting ("AGM") of the Equity Shareholders of **M/s K.C.P. Sugar and Industries Corporation Limited ("the Company")** held on Friday, September 25, 2020 through video conferencing at 10.00 AM IST submit my report as under:

1. The Company held its 25<sup>th</sup>AGM on Friday, the September 25, 2020 through video conferencing at 10:00 AM IST in accordance with the provisions of Companies Act, 2013 ("the Act") read with the General Circular numbers 14/2020, 17/2020, 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively issued by the Ministry of Corporate Affairs and applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Company had availed the e-voting facility offered by M/s National Securities Depository Limited ("NSDL") for conducting remote e-voting and e-voting at the AGM of the Company.
3. The remote e-voting remained open from September 22, 2020 9:00AM to September 24, 2020 5:00PM as mentioned in the Notice convening 25<sup>th</sup>AGM.

**JAYASHREE S IYER**

**PRACTISING COMPANY SECRETARY, INSOLVENCY PROFESSIONAL & REGISTERED VALUER**

4. The Company had provided e-voting facility to the shareholders who attended the AGM through VC/OAVM and who had not cast their vote in remote e-voting from 10:00 AM to 1:00 PM, September 25, 2020.
5. The shareholders of the Company holding shares as on the "cut-off" date of September 18, 2020 were entitled to vote on the resolutions as contained in the Notice of the 25<sup>th</sup>AGM.
6. After the closure of voting at the AGM, the report on e-voting were unblocked by me on September 25, 2020 in the presence of Ms Kalpana M and Ms Sandhya M, who are not in the employment of the Company.
7. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-voting (remote) at the AGM on the resolutions set out in the Notice of the 25<sup>th</sup>AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer for the remote e-voting prior to AGM and the voting conducted through electronic voting ("remote") at the AGM is restricted to issuance of Report on the total votes cast in favour or against, if any on the resolutions contained in the notice of 25<sup>th</sup> AGM.
8. Based on the data downloaded from the official website of NSDL, I submit the consolidated report as under on the result of the remote e-voting prior to AGM and e-voting ("remote") at the AGM in respect of the following resolutions:

**(a) Resolution-1: Ordinary resolution**

**Adoption of Audited Financial Statements of the Company along with Audited Consolidated Financial Statements of the Company and its Subsidiaries for the financial year ended 31/03/2020 together with the Reports of Auditor and Board of Directors thereon:**

Votes cast in favour of the Resolution			Votes cast against the Resolution			Invalid Votes		
No. of Members voted	No. of Votes cast by them	% of Total No. of Valid Votes cast	No. of Members voted	No. of Votes cast by them	% of Total No. of Valid Votes cast	No. of Members voted	No. of Votes cast by them	% of Total No. of Valid Votes cast
104	47234778	99.996	27	1660	0.004	0	0	0

**JAYASHREE S IYER**

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**(b) Resolution-2: Ordinary resolution**

To declare Dividend at the rate of 10% on the face value of equity shares of the Company:

Votes cast in favour of the Resolution			Votes cast against the Resolution			Invalid Votes		
No. of Members voted	No. of Votes cast by them	% of Total No. of Valid Votes cast	No. of Members voted	No. of Votes cast by them	% of Total No. of Valid Votes cast	No. of Members voted	No. of Votes cast by them	% of Total No. of Valid Votes cast
103	47234733	99.996	28	1705	0.004	0	0	0

**(c) Resolution-3: Ordinary resolution**

Appointment of a Director, in the place of Mr. Vinod R. Sethi (DIN: 00106598) who retires by rotation and being eligible, offers himself for re-appointment:

Votes cast in favour of the Resolution			Votes cast against the Resolution			Invalid Votes		
No. of Members voted	No. of Votes cast by them	% of Total No. of Valid Votes cast	No. of Members voted	No. of Votes cast by them	% of Total No. of Valid Votes cast	No. of Members voted	No. of Votes cast by them	% of Total No. of Valid Votes cast
100	47231578	99.990	31	4860	0.010	0	0	0



**JAYASHREE S IYER**  
**PRACTISING COMPANY SECRETARY, INSOLVENCY PROFESSIONAL & REGISTERED VALUER**

**(d) Resolution-4: Special resolution**

Reappointment of Ms. Irmgard Velagapudi (DIN:00091370) as the Managing Director of the Company:

Votes cast in favour of the Resolution			Votes cast against the Resolution			Invalid Votes		
No. of Members voted	No. of Votes cast by them	% of Total No. of Valid Votes cast	No. of Members voted	No. of Votes cast by them	% of Total No. of Valid Votes cast	No. of Members voted	No. of Votes cast by them	% of Total No. of Valid Votes cast
100	47231633	99.990	31	4805	0.010	0	0	0

**(e) Resolution-5: Special resolution**

Re-appointment of Mr. Vinod R. Sethi (DIN: 00106598) as Whole-Time Director of the Company:

Votes cast in favour of the Resolution			Votes cast against the Resolution			Invalid Votes		
No. of Members voted	No. of Votes cast by them	% of Total No. of Valid Votes cast	No. of Members voted	No. of Votes cast by them	% of Total No. of Valid Votes cast	No. of Members voted	No. of Votes cast by them	% of Total No. of Valid Votes cast
101	47231678	99.990	30	4760	0.010	0	0	0

**JAYASHREE S IYER**

**PRACTISING COMPANY SECRETARY, INSOLVENCY PROFESSIONAL & REGISTERED VALUER**

**(f) Resolution-6: Special resolution**

**Ratification of minimum Remuneration paid to Managerial Personnel:**

Votes cast in favour of the Resolution			Votes cast against the Resolution			Invalid Votes		
No. of Members voted	No. of Votes cast by them	% of Total No. of Valid Votes cast	No. of Members voted	No. of Votes cast by them	% of Total No. of Valid Votes cast	No. of Members voted	No. of Votes cast by them	% of Total No. of Valid Votes cast
101	47232133	99.991	30	4305	0.009	0	0	0

**(g) Resolution 7: Ordinary resolution**

**Ratification of Remuneration to Cost Auditor:**

Votes cast in favour of the Resolution			Votes cast against the Resolution			Invalid Votes		
No. of Members voted	No. of Votes cast by them	% of Total No. of Valid Votes cast	No. of Members voted	No. of Votes cast by them	% of Total No. of Valid Votes cast	No. of Members voted	No. of Votes cast by them	% of Total No. of Valid Votes cast
103	47234378	99.996	28	2060	0.004	0	0	0

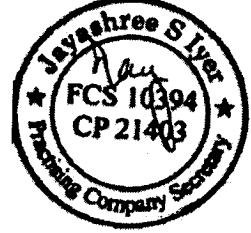
**JAYASHREE S IYER**  
**PRACTISING COMPANY SECRETARY, INSOLVENCY PROFESSIONAL & REGISTERED VALUER**

9. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 25<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

*Jayashree*



Place : Chennai  
Date : September 25, 2020

Jayashree S Iyer  
M. No. F10394  
C.P.No.21403  
Scrutinizer  
UDIN: F010394B000773464

Witness 1:

*M.S. dly*

Witness 2:

*M.K.K*

Name:

*Sandhya.M*

Name:

KALPANA.M

Address:

*No. 49 E, Bharathidasan  
Colony, K.K. Nagar  
Chennai - 600034*

Address:

*No: 11/4 BAJANAI KOIL  
3<sup>rd</sup> STREET CHOOLAIMEDU  
CHENNAI - 600094*

Occupation:

*Service*

Occupation:

SERVICE