



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

Ref : KSICL/STK.EX./2019-20

20.08.2019

VICE PRESIDENT LISTING DEPARTMENT The National Stock Exchange of India Ltd. Exchange Plaza, 5 th floor Plot No.C/1, G Block Bandra-Kurla Complex Bandra (E) – MUMBAI 400051.	Manager - Corporate Relationship Dept of Corp.Services Bombay Stock Exchange Ltd. Floor 25, P.J. Towers Dalal Street - Mumbai 400001
Scrip ID: KCPSUGIND –EQ	Scrip ID / Code: KCPSUGIND / 533192

Dear Sir,

Sub: Notice of AGM, Book Closure and E-voting information - reg.
Ref: Advertisement released in The Financial Express (English) and
Malai Sudar (Tamil) on 20.08.2019.

Pursuant to Regulation 30 read with Scheduled III of the SEBI (LODR) Regulations, 2015, we are attaching the Notice of our Company's 24th Annual General Meeting, scheduled on 12th September 2019 and the certified copies of the Advertisement in the newspapers [The Financial Express (English) and Malai Sudar (Tamil)], informing the investors / general public, notice of our Company's 24th AGM, Book Closure, E-voting information, and completion of dispatch of Annual Report to the shareholders for the financial year ended 31.03.2019.

Thanking you,

Yours faithfully,

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

S. Chidambaram

**S. CHIDAMBARAM
GENERAL MANAGER (ACCTS) & COMPANY SECRETARY**

Encl: a/a

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

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

K.C.P. SUGAR AND INDUSTRIES CORPORATION LIMITED

Investorservices@kcpsugar.com
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CIN: L15421TN1995PLC033198
"Ramakrishna Buildings"
No.239, Anna Salai
Chennai 600 006.
T: 91 44 28555171 – 176
F: 91 44 28546617

May 29, 2019

Dear Member,

You are cordially invited to attend the 24th Annual General Meeting of the members of K.C.P.Sugar and Industries Corporation Limited ("the Company") to be held on Thursday, 12th September 2019 at 10.00 AM at "Sathguru Gnanananda Hall" Narada Gana Sabha, 314, T.T.K.Road, Alwarpet, Chennai 600018.

The Notice of the meeting, containing the business to be transacted, is attached. As per section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in pursuance of Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are attached.

Very truly yours,

VINOD R. SETHI
DIN: 00106598
EXECUTIVE CHAIRMAN

Enclosures:

1. Notice to the 24th Annual General Meeting
2. Instruction for e-voting
3. Proxy form
4. Attendance slip.

NOTICE is hereby given that the Twenty fourth Annual General Meeting of the Members of the Company will be held at "Sathguru Gnanananda Hall" Narada Gana Sabha, 314, T.T.K.Road, Alwarpet, Chennai 600018, on Thursday, September 12, 2019 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. 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.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Smt.Kiran Velagapudi (DIN: 00091466), who retires by rotation, and being eligible, offers herself for reappointment.

SPECIAL BUSINESS:

4. Reappointment of Independent Director Dr Vithal Rajan(DIN - 00021571) for the second term of five years:

To consider and if thought fit, to reappoint Dr Vithal Rajan (DIN - 00021571), as an Independent Director, to hold office for the second term of five years from 1st April 2019 till 31.03.2024 not liable to retire by rotation during the said tenure, and to pass the following Resolution as a **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 Obligation and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactments there of for the time being in force, Dr Vithal Rajan (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, 2013 and 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 till 31st March 2024, not liable to retire by rotation during the said term of reappointment."

5. Reappointment of Independent Director M S V M Rao (DIN - 00432640) for the second term of five years:

To consider and if thought fit, to reappoint M S V M Rao (DIN - 00432640), as an Independent Director, to hold office for the second term of five years from 1st April 2019 till 31.03.2024 not liable to retire by rotation during the said tenure, and to pass the following Resolution as a **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 Obligation and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactments there of for the time being in force, M S V M 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, 2013 and 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 till 31st March 2024, not liable to retire by rotation during the said term of reappointment."

6. Reappointment of Independent Director Pratap K Moturi (DIN - 00020630) for the second term of five years:

To consider and if thought fit, to reappoint Pratap K Moturi (DIN - 00020630), as an Independent Director, to hold office for the second term of five years from 1st April 2019 till 31.03.2024 not liable to retire by rotation during the said tenure, and to pass the following Resolution as a **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 Obligation and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactments there of 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, 2013 and SEBI (LODR) Regulations, 2015 for reappointment be and is hereby reappointed as an Independent Director to hold office

K.C.P. SUGAR AND INDUSTRIES CORPORATION LIMITED

for a second term of five years from 1st April 2019 till 31st March 2024, not liable to retire by rotation during the said term of reappointment."

7. To consider and if thought fit, to pass with or without modification, the following resolution as a **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."

8. Remuneration of Cost Auditor:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an 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."

// BY ORDER OF THE BOARD //

Place : Chennai

Date : 29.05.2019

VINOD R. SETHI

EXECUTIVE CHAIRMAN

DIN: 00106578

NOTES:

- a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The **proxy form**, in order to be effective must be duly completed, stamped and lodged with the Registered Office of the Company not less than forty eight hours before the commencement of the meeting. As per section 105 of the Companies Act, 2013, read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person appointed as proxy can act on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other member.

- b. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than 3 days of notice in writing is given to the company.

- c. Members / Proxies / authorized representatives are requested to hand over the duly filled in Attendance Slip attached with this notice at the registration counter. Members holding shares in dematerialized form are requested to furnish their client ID / DP ID numbers for identification.
- d. The Register of Directors and key-management personnel and their shareholding maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- e. A statement pursuant to section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM is annexed hereto.

Relevant documents referred to in the accompanying Notice and the statement pursuant to section 102(1) of the Companies Act, 2013, are available for inspection at the Registered Office of the Company during business hours on all days, except Saturdays, Sundays and Public Holidays, upto the date of the Annual General Meeting.

- f. The Register of Contracts or Agreements in which the directors are interested, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- g. **The Register of Members, Register of Beneficial Owners and Share Transfer Books** of the Company will remain closed from 4th day of September 2019 to 12th day of September 2019, both days inclusive, for the purpose of payment of dividend for the financial year ended March 31, 2019 and the AGM.
- h. **Dividend on equity shares**, recommended by the Board, if approved by the shareholders at the AGM, will be paid on or after 12.09.2019 but within the stipulated time of 30 days from the date of declaration:
 - i. to those Members whose names appear on the Register of Members of the Company as on 12th September 2019 or to their Mandates; and
 - ii. in respect of shares held in electronic form, the dividend will be paid to the beneficial owners of shares as on that date as per the details furnished by the National Securities Depository Ltd (NSDL) and the Central Depository Services (India) Ltd. (CDSL) for the purpose.
- i. M/s. Integrated Registry Management Services Pvt. Ltd, Kences Towers, II Floor, No.1 Ramakrishna Street, T.Nagar, Chennai 600 017 are the Registrar and Transfer Agents and Depository Participants of the Company for physical / electronic shares and all correspondences with regard to transfer of shares etc may be addressed to them directly.
- j. Securities and Exchange Board of India has made trading in the shares of the company compulsory in dematerialized form for all investors. Members are requested to open a Beneficiary owner account with a Depository Participant, if not done so far.
- k. In order to provide protection against fraudulent encashment of dividend warrants, members who hold shares in physical form are requested to intimate the Company's Registrars and Transfer Agents, M/s. Integrated Registry Management Pvt. Ltd, Chennai, under the signature of the sole / first joint holder, the following information to be incorporated on dividend warrants:
 - i. Name of the Sole / First joint holder and the Folio Number.
 - ii. Particulars of Bank Account, viz, Name of the Bank, Name of the Branch, and Complete address of the Bank with PIN code, Account type and the Bank Account Number.
 - iii. Dividend warrants for physical payment will be issued by the Company payable at par at the designated branches of the bank, with a validity period of 3 months. Hence, members are advised to encash the warrants within the validity period.
 - iv. Dividend, on approval by the shareholders at the AGM, will be paid without deduction of tax, to shareholders. Taxability of dividend in the hands of recipients is as per the extant tax law.
- l. **Members holding shares in dematerialized form**, may please note that while opening a depository account with participants they might have given **their bank account details**, which will be printed on their dividend warrants. However, if Members want to change/correct the Bank details, they should send the same immediately to the concerned Depository Participant. Members are also requested to give MICR code of their bank to their Depository Participant. The Company will not entertain any direct request from Members for addition/deletion/change in bank account details furnished by Depository Participants to the Company.

- m. **Electronic Clearing System (ECS)** credit has been moved completely to the National Electronic Clearing System (NECS) platform through core banking system, effective from 01.10.2009. Accordingly, dividend will be credited to the shareholders bank account through NECS where complete core banking details are available with the Company. In the event any branch of a bank has not migrated to core banking system, or where core banking account is not furnished by the shareholders to the Depository / Company, as the case may be, the Company will print details available in its records on the Dividend Warrants to be issued to such shareholders. **This service provides instantaneous credit to the shareholders and also protects against fraudulent interception and encashment of dividend warrants, besides eliminating dependence on the postal system, loss or damage of dividend warrants in transit and correspondence relating revalidation / issue of duplicate warrants.**
- n. Members who are holding shares in identical order of names in more than one folio are requested to send to the Registrar the details of all such folios together with the Share Certificates for **consolidation of their holdings into a single folio.**
- o. Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their request in Form No. SH-13 pursuant to Rule 19(1) of the Companies (Share Capital & Debentures) Rules, 2014. Members holding shares in physical form can submit Form SH-13 to the Company's Registrar & Transfer Agents, M/s. Integrated Registry Management Services Private Limited, and the members holding shares in electronic form can submit the Form SH-13 to their respective Depository Participants.
- p. Shareholders who have **not lodged their old share certificates of "The K.C.P.Ltd"** for exchange of new share certificates of both the Companies in terms of the approved Scheme of Arrangement are requested to surrender the same to The K.C.P.Ltd, No.2, Dr.PV.Chcrian Crescent, Chennai – 600 008 at the earliest with a copy marked to the Registrar. New share certificates of this Company will be despatched after receipt of confirmation from The K.C.P.Ltd.
- q. Members are requested to **bring their copy of the Annual Report to the Meeting**, as copies will not be distributed at the Meeting hall, as a measure of austerity. Corporate Members are requested to send to the Company's Registrar and Transfer Agents, a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
- r. **Members desirous of obtaining any information** concerning the accounts and operations of the Company are requested to **address their queries in writing** to the Secretarial Division **at least two weeks before the Meeting** so that the information may be made available at the Meeting.
- s. The members are requested to register their e-mail address / any change in the already registered e-mail address, to the Company / Registrar and Transfer Agents to enable service of documents through electronic mode, in line with the Green Initiatives in Corporate Governance taken by the Ministry of Corporate Affairs, allowing paperless compliance by the Companies.
- t. The soft copy of full Annual Report is being sent by electronic mode to all the members whose e-mail address is registered with the Company / Depository Participant. If a member opts for the hard copy of the Annual Report, the same will be sent to such member. For members who have not registered their e-mail address, hard copies of the full Annual Report are being sent by the permitted mode.
- u. **Remote E-voting:** Pursuant to section 108 of the Companies Act, 2013 read with Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended on 19.03.2015, the Company provides facility for its members to exercise their voting right by electronic means, and the business set out in the Notice may be transacted through such e-voting. Detailed instructions for e-voting is given in the Annexure.
- v. **Voting at AGM:** The Company also provides facility for voting through polling paper at the venue of the Annual General Meeting in pursuance of Rule 20 of Companies (Management & Administration) Rules, 2015 read with clause 7 of Secretarial Standard 2 on General Meetings. Members who have availed the facility of remote e-voting cannot avail this facility but can attend the meeting.
- w. Distribution of Gift, Gift Coupons or cash in lieu of gifts to members at or in connection with the General Meeting, is not permitted as per clause 14 of Secretarial Standard 2 on General Meetings., issued by the Institute of Company Secretaries of India.

- x. Details of Director seeking reappointment at the forthcoming Annual General Meeting [in pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015] (Item 3 of this Notice) :

Name of Director	Smt Kiran Velagapudi
Date of Birth	18.12.1964
Nationality	German (Holder of Person of Indian Origin Card)
Date of appointment on the Board	29.07.2002
Qualifications	Graduate from University of London
Expertise in specific functional area	Possesses leadership skills to steer the Company from strength to strength
DIN	00091466
No. of shares held in the Company	2,65,820
List of Directorships held in other Companies	***
Chairman / Member in the Committees of the Boards of Companies in which she / he is a director.	***
<i>Directorships relate to Directorship in other Indian public companies and Committee memberships relate to Audit Committee and Stakeholders Relationship Committee of Public Limited companies (whether listed or not).</i>	

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013:

- i. Item 4 to 6 - Reappointment of three Independent Directors for the second term of five years from 01.04.2019 to 31.03.2024

Section 149(10) of the Companies Act, 2013 mandates the reappointment of independent director for a fixed term upto five consecutive years and eligibility of that independent director for reappointment for one more term of five years on passing of a special resolution by the Company. SEBI, vide circular dt. 17.04.2014 has advised stock exchanges to amend clause 49 of the equity listing agreement to align them with the Companies Act, 2013.

In order to ensure due compliance with the Companies Act, 2013 the Company intends to pass requisite special resolutions at this AGM for the reappointment of Independent Directors. All the three existing Independent Directors of the Company qualify for reappointment as independent directors for the second term of five years 01.04.2019 to 31.03.2024.

All the three independent directors have given a declaration in writing to the Board that they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013 in DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 that they are not disqualified under section 164 (2) of the Companies Act, 2013. It is further confirmed that in the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules made there under and they are independent of the Management. The Nomination and Remuneration Committee of the Board of Directors has recommended their reappointment for the second term of five years from 01.04.2019 to 31.03.2024, based on the evaluation.

The Company has received notice under section 160 of the Companies Act, 2013, from a member signifying the intention to propose each of the candidates for the office of independent director, to be reappointed as such under the provisions of section 149 of the Companies Act, 2013.

Further as per Regulation 17(1A) of the listing Regulations, appointment or continuation of a Non-Wholetime Director after attaining the age of 75 years also requires approval of the shareholders of the Company by way of Special Resolution. Dr. Vithal Rajan had already attained the age 75 years and hence the Board of Directors recommends passing of a Special Resolution and Item 4 for the continuation of Dr. Vithal Rajan as a Non-Wholetime Director for the second term of five years from 01.04.2019 to 31.03.2024, not liable to retire by rotation.

Dr. Vithal Rajan is a Doctorate from the prestigious London School of Economics. He is associated with a number of NGOs and was made an officer of the 'Order of Canada', the highest honour of that Country. His knowledge on the socio economic environment prevalent over the globe is par excellence. His continued contribution as an Independent Director on the Board will be of immense benefit to the Company.

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Since this 24th Annual General Meeting is the first Annual General Meeting since Independent Directors' first term of appointment of Five Years was over and also the effective date of Regulation 17(1A) of SEBI (LODR), the Special Resolution for the reappointment of Independent Directors for a Second Term of Five Years from 01.04.2019 is placed in this AGM for the approval of Members.

Details of independent directors proposed for reappointment are furnished in the annexure which forms an integral part of this notice.

Copy of the draft letter for reappointment of each of them as Independent Director setting out the terms and conditions of reappointment of independent directors as approved by the Board are open for inspection by a member on any working day of the Company between 11.00 AM and 1.00 PM. This will also be posted on Company's website.

The Board considered that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board recommends the resolutions in relation to re-appointment of four Independent Directors for the approval by the shareholders of the Company.

Memorandum of Interest

Except the aforesaid three Independent Directors being appointees, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in any way, financially or otherwise, in the resolutions set out in Item No.4 to 6.

Particulars	Dr.Vithal Rajan	Shri.M.S.V.M.Rao	Shri. Prathap K. Moturi
Date of Birth	16.07.1936	27.09.1955	25.07.1949
Date of Appointment	26.10.2005	17.12.2005	21.06.2013
DIN	00021571	00432640	00020630
Qualification	Doctorate from London School of Economics.	Post Graduate in Political Science	Chartered Accountant
Expertise in specific functional areas	An Economist of repute and is associated with many NGOs for eradication of social and economic backwardness.	Expert in agriculture related activities.	Four decades of rich experience in handling Accounts, Audit, Taxation of various Companies.
Directorship held in other Companies (excluding foreign companies)	--	--	--
Membership / Chairmanships of Committees of other companies	--	--	--
No. of shares held in the Company	NIL	10	NIL
Expertise in specific functional areas	An Economist of repute and is associated with many NGOs for eradication of social and economic backwardness.	Expert in agriculture related activities.	Four decades of rich experience in handling Accounts, Audit, Taxation of various Companies.
Directorship held in other Companies (excluding foreign companies)	--	--	--
Membership / Chairmanships of Committees of other companies	--	--	--
Inter se relationship with any Director	NIL	NIL	NIL

i. Item No. 7 – Commission payable to Non-Wholetime Directors:

At the twenty first Annual General Meeting held on 21st September 2016, the Shareholders had approved the payment of remuneration to the Non-Whole Time Directors by way of commission on the profits of the Company not exceeding one per cent subject to a limit of Rs.1,75,000/- (Rs. One Lakh and Seventy five thousand) per Director for each of the three financial years ending with 31st March,2019, in addition to sitting fees paid for the meetings of the Board/Committee. Your Board of Directors consists of senior seasoned professionals in their respective fields who with their knowledge and exposure are guiding the growth of this Company. With the increasing thrust on good Corporate Governance your Board has inducted professionals from different walks of life and functional areas so that they can contribute to the success of the Company. There is a need for the compensation to be commensurate with the responsibilities shouldered by the Non Wholetime Directors. In appreciation of their valuable continuing guidance for the growth of the Company and also considering the attention devoted and responsibilities undertaken by these Non-Whole Time Directors in the activities of the Company, the Board of Directors at their Meeting held on 29th May 2019, has recommended the payment of commission not exceeding one per cent of the profits of the Company to be divided amongst the said Non Whole time Directors aforesaid in such manner as the Board of Directors of the Company may from time to time determine and in default of such determination equally subject to a maximum of Rs. 1,75,000/- (Rs. One lakhs and seventy five thousand only) per Director for each of the five financial years from 2019 – 20 to 2023-24, in addition to sitting fees paid for the meetings of the Board/ Committee. Section 197 of the Companies Act, 2013 read with article 148 of the Articles of the Association of the Company, stipulates inter alia that the payment of remuneration to the Non-Whole Time Directors not exceeding one per cent of the profits of the Company could be made if authorized by a Special Resolution.

The Directors, therefore recommend the Special Resolution for the approval of the Shareholders.

Shri., Dr.Vithal Rajan, Shri.M.S.V.M.Rao, Shri Pratap K Moturi and Shri. K.R. Adivarahan being Non Wholetime Directors may be deemed to be concerned or interested in this resolution.

i. Item 8 – Remuneration of Cost Auditor:

The Board of Directors, on the recommendations of Audit Committee, has approved the appointment and remuneration of M/s. SRR & Associates, Cost Accountants, Chennai (FRN 000992) as Cost Auditors to conduct the audit the cost records of the Company for the financial year ending 31.03.2020. The Firm has confirmed that its appointment is within the limits of section 148 of the Companies Act, 2013 and has also certified that the Firm is free from any disqualification specified under section 148 of the Companies Act, 2013. The Audit Committee has also received a Certificate from the said Firm certifying its independence and arms length relationship with the Company. The remuneration of Rs.2,25,000/- plus service tax as applicable and reimbursement of out of pocket expenses, as determined by the Board based on the recommendations of the Audit Committee, is now placed for ratification by the shareholders at this AGM in pursuance of section 148(3) of the Companies Act, 2013, read with rule 14 of the Companies (Audit & Auditors) Rules, 2014:

Product	Factory
Sugar	Vuyyuru and Lakshmipuram (both in Krishna Dist., A.P).
Electricity	Vuyyuru and Lakshmipuram (both in Krishna Dist., A.P).
Industrial Alcohol	Vuyyuru at Krishna Dist., A.P.
Bio-fertilizers	Vuyyuru at Krishna Dist., A.P.
Calcium Lactate	Vuyyuru at Krishna Dist., A.P.
Carbon Dioxide	Vuyyuru at Krishna Dist., A.P.

Copies of the relevant resolutions of the Audit Committee and the Board are available for inspection by members on any working day between 11.00 AM and 1.00 PM.

Memorandum of Interest

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the resolutions.

// BY ORDER OF THE BOARD //

Place : Chennai
Date : 29.05.2019

VINOD R. SETHI
EXECUTIVE CHAIRMAN
DIN: 00106598

Notice of 24th Annual General Meeting, Book Closure and E-Voting

Notice pursuant to Section 101 of the Companies Act, 2013 is hereby given that the 24th Annual General Meeting of the Company will be held on Thursday, September 12, 2019 at 10.00 a.m. at Sathguru Gnanananda Hall, Narada Gana Sabha, No. 314 TTK Road, Alwarpet, Chennai - 600 018.

Notice pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 of SEBI (LODR) Regulations, 2015, is also hereby given that the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 04, 2019 to Thursday, September 12, 2019 (both days inclusive) to determine entitlement of the shareholders for dividend on the equity shares for the financial year ended March 31, 2019, if declared at the Annual General Meeting.

The Board of Directors at its meeting held on May 29, 2019 had recommended the payment of dividend at Re. 0.10 per equity share of face value of Re. 1/-. The said dividend on approval by members at the ensuing 24th Annual General Meeting, will be paid on or after September 12, 2019 within the stipulated time.

Pursuant to the provisions of Section 101 of the Companies Act, 2013, read with Rule 18 of the Companies (Management & Administration) Rules, 2014, Regulation 36 of SEBI (LODR) Regulations, 2015 and the Secretarial Standard (SS-2) on General Meetings, the dispatch of notice convening the Annual General Meeting along with explanatory statement and the Annual Report for the financial year 2018 - 19 has been completed on August 20, 2019 through the Company's Registrar and Transfer Agent (RTA) M/s. Integrated Registry Management Services Pvt. Ltd., in electronic mode to all the members whose e-mail IDs are registered with the Company / Depository Participant, and physical copy of the same has been sent by the permitted mode to those members whose e-mail IDs are not registered. Members whose e-mail IDs are registered with the Company / Depository Participants can still opt for physical copy of the Annual Report and on such request received on or before August 20, 2019 physical copy will be sent to them.

The members are hereby informed that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015 (including any statutory modifications / clarifications / exemption or re enactment thereof for the time being in force), Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards (SS-2) on General Meetings, the Company is providing its members the facility of casting their votes on all the resolutions set in the Notice for Annual General Meeting scheduled on September 12, 2019, through remote e-voting services provided by National Securities Depository Ltd. (NSDL).

The cut-off date for determining the eligibility to vote is Thursday, September 05, 2019.

Members whose names appear on the Register of Members / Register of Beneficial Owners maintained by the Depositories as on the cut-off date for remote e-voting i.e., September 05, 2019, shall be entitled to avail the facility of remote e-voting in proportion to their shares in the paid up share capital of the Company as on that date / voting at the AGM through polling paper. Any person who acquires the shares of the Company and becomes a member after the dispatch of the Notice but as of the cut-off date for remote e-voting (September 05, 2019), may obtain the log-in ID and password by sending a request to evoting@nsdl.co.in or to our Registrar and Share Transfer Agent.

Members may refer to the E-voting instructions furnished in the Company's 24th Annual Report sent to the members or contact any of the following addresses for any information / query on E-voting.

National Securities Depository Services Pvt. Ltd., Trade World, 4th & 5th Floors, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 - Tel: 022-24994600. Email: evoting@nsdl.co.in. Person to be contacted for clarifications: - Mr. Rajiv Ranjan (rajivr@nsdl.co.in), 022-24994738 or Toll Free No.: 1800-222-990.

Integrated Registry Management Services Pvt. Ltd., 2nd Floor, "Kenocs Towers", No. 1, Ramakrishna Street, North Usman Road, T' Nagar, Chennai - 600 017. - Tel: 044 - 2814 0801-03. Email: kalyan@integratedindia.in. Person to be contacted for clarifications: - Mr. K. Balasubramanian, General Manager / Mr. R. Kalyanaraman, Asst. General Manager.

K.C.P. Sugar and Industries Corporation Limited, Regd. Office: "Ramakrishna Buildings", No. 239, Anna Salai, Chennai - 600 006. - Tel: 044 - 2855 5171 - 76. Email: finance@kcpssugar.com. Person to be contacted for clarifications: - Mr. S. Chidambaram, General Manager (Accounts) & Company Secretary.

Members may refer to the notes forming a part of the 24th Annual Report for detailed instructions on e-voting. In case of any queries or grievances relating to e-voting procedures, the members may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the downloads section of <http://www.evoting.nsdl.com> or may get in touch with the contacts as given above.

The remote e-voting commences at 9.00 A.M. on Monday, September 09, 2019 and ends at 5.00 P.M. on Wednesday, September 11, 2019. Members will not be able to cast their vote electronically beyond the said date and time and the remote e-voting module shall be disabled for e-voting by NSDL thereafter. Once a vote on a resolution is cast the member shall not be allowed to change it subsequently. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The facility for voting through polling paper shall also be made available at the venue of the meeting in pursuance of Rule 4 (iii) (B) of the Companies (Management & Administration) Amendment Rules, 2015 and clause 7.2.2 of Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, and members attending the meeting, who have not cast their vote through remote e-voting, shall be able to cast their vote at the meeting.

The Company has appointed V. Mahesh & Associates, Company Secretaries, Chennai (CP No. 2473), as a Scrutinizer to scrutinize the remote e-voting process as well as voting through polling paper at the venue of AGM, in a fair and transparent manner.

The results declared along with the Scrutinizer's Report shall be placed on Company's website www.kcpssugar.com and on the website of NSDL immediately after the result is declared by the Chairman / Authorized Person. The results will also be communicated to the Stock Exchanges.

All documents referred in the Notice and Explanatory Statement thereon are available for inspection at the Registered Office of the Company during the business hours between 2.00 P.M. and 4.00 P.M. on all working days of the Company (except Saturdays & Sundays) up to the date of the Annual General Meeting. Full text of the Notice, Explanatory Statement, Financial Statements and Independent Auditor's Report are hosted in the Company's website and also on NSDL website, <http://www.evoting.nsdl.com> for information of the members.

The entry to the meeting venue will be regulated by the attendance / proxy slips, which have been sent along with the Notice to the members.

Members are requested to send their queries, if any, at least seven days in advance of the meeting, so that the information can be made available at the meeting.

for **K. C. P. SUGAR AND INDUSTRIES CORPORATION LIMITED**
IRMGARD VELAGAPUDI
Managing Director

Place: Chennai
Date: August 20, 2019
NOTE: ANY MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) MAY APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING, (12.09.2019, 10.00 A.M.). A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

FINANCIAL EXPRESS
20/08/2019

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

S. CHIDAMBARAM

General Manager (Accounts) & Company Secretary

