

Ref: KSICL/STK.EX/XX AGM /2015-16

24.08.2015

**THE VICE PRESIDENT  
CAPITALMARKET( OPERATIONS )  
THE NATIONAL STOCK EXCHANGE  
OF INDIA LIMITED**

Exchange Plaza, 5<sup>th</sup> floor  
Plot No.C/1, G Block  
Bandra-Kurla Complex, Bandra (E)  
**Mumbai 400 051.**

**KCPSUGIND -EQ**

Dear Sir,

**MANAGER  
CORPORATE RELATIONSHIP  
DEPT OF CORP.SERVICES  
BOMBAY STOCK EXCHANGE LTD.**  
Floor 25, P.J.Towers  
Dalal Street  
**Mumbai 400001.**

Scrip ID: KCPSUGIND

**Sub: Compliance of Clause 35-A of the Listing Agreement – Details regarding Voting results of 20<sup>th</sup> AGM held on 20.08.2015 – reg:**

Pursuant to clause 35A of the Listing Agreement, we wish to inform that at the Twentieth Annual General Meeting of the Shareholders which was held on 20<sup>th</sup> August 2015 at "Sathguru Gnanananda Hall", Narada Gana Sabha, No.314, TTK Road, Alwarpet, Chennai 600018, all items of the business contained in the notice, as detailed below, were considered and approved by the shareholders through E-voting and physical ballot:

E-Voting Period: From 17.08.2015 9.00 AM to 19.08.2015 6.00 PM.

Physical Ballot ordered by the Chairman of the Meeting at the AGM venue, in pursuance of clause 35-B of the Listing Agreement.

**ORDINARY BUSINESS:**

1. Adoption of the audited financial statements including Balance Sheet as at 31.03.2015 and Profit & Loss Account for the year ended on that date alongwith the Reports of the Auditors and Directors thereon.
2. Declaration of dividend on Equity Shares at 10% per share, i.e., Re.0.10 per share.
3. Appointment of Director in place of Shri.Vinod R.Sethi.
4. Ratification of Appointment of M/s. B.Purushottam & Co., Chartered Accountants, Chennai, as Statutory Auditors of the Company.

**SPECIAL BUSINESS:**

5. Reappointment of Smt.Irmgard Velagapudi M.Rao as Managing Director. (Special Resolution)
6. Reappointment of Shri.Vinod R.Sethi as Executive Chairman. (Ordinary Resolution)



◇ 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
	- Lakshmiapuram,	Krishna Dist., A.P. - 521 131.	Tel : 08671 222046	Fax : 08671 222640

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

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7. Payment of Minimum Remuneration to Smt.Irmgard Velagapudi M.Rao, Managing Director on account of absence of profits in the financial year 2014-15. (Special Resolution)
8. Payment of Minimum Remuneration to Shri.Vinod R.Sethi, Executive Chairman, on account of absence of profits in the financial year 2014-15. (Special Resolution)
9. Payment of Minimum Remuneration to Smt.V.Kiran Rao, Executive Director on account of absence of profits in the financial year 2014-15.(Special Resolution)
10. .Ratification of Remuneration of Cost Auditor. (Ordinary Resolution)

All the resolutions were passed with more than requisite majority.

The details of the E-voting and physical ballot results of the said Annual General Meeting, along with the Scrutinizer's Report on E-voting / Physical Ballot / Combined Report DT. 22.08.2015, are enclosed in the prescribed format.

Thanking you,

Yours faithfully,

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

*S. Chidambaram*

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

Encl: a/a



K.C.P. SUGAR AND INDUSTRIES CORPORATION LTD.,  
"RAMAKRISHNA BUILDINGS"  
New No: 239, (Old No: 183), ANNA SALAI  
CHENNAI-600 006

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

**DETAILS OF VOTING RESULTS OF THE 20<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON  
20<sup>TH</sup> AUGUST 2015.**

Sl.No.	Description	Particulars
A.	Date of the 20 <sup>th</sup> AGM	20 <sup>th</sup> August 2015.
B.	Book Closure Period	From 13.08.2015 to 20.08.2015 (both days inclusive).
C.	Total No. of shareholders on Record Date	23,321
D.	No. of shareholders present either in person or through Proxy	667
	Promoters and Promoters Group	4
	Public	663
E.	No. of shareholders attended the meeting through Video Conferencing	No Video Conferencing facility was made available.

Contd...

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

*S. Chidambaram*

**S. CHIDAMBARAM**

General Manager (Finance) & Company Secretary



K.C.P. SUGAR AND INDUSTRIES CORPORATION LTD.,  
"RAMAKRISHNA BUILDINGS"  
New No: 239, (Old No: 183), ANNA SALAI  
CHENNAI-600 005

K.C.P.SUGAR AND INDUSTRIES CORPORATION LIMITED							
20TH ANNUAL GENERAL MEETING HELD ON 20.08.2015.							
<b>Resolution No.1 - Ordinary Resolution - Adoption of Audited Financial Statements</b>							
<b>MODE OF VOTING - E-VOTING</b>							
Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares - 3 = $[(2)/(1)]*100$	No. of votes in favour	No. of votes against	% of votes in favour on votes polled (6)=[(4)/(2)]	% of votes against on votes polled (7)=[(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter & Promoter Group	45600466	45600466	100.00	45600466	0	100.00	0.00
Public - Institutional Holders	17702490	0	0.00	0	0	0.00	0.00
Public - Others	50082094	214452	0.43	183252	31200	85.45	14.55
<b>TOTAL (A)</b>	<b>113385050</b>	<b>45814918</b>	<b>40.41</b>	<b>45783718</b>	<b>31200</b>	<b>99.93</b>	<b>0.07</b>
<b>MODE OF VOTING - POLL</b>							
Promoter & Promoter Group	45600466	0	0	0	0	0	0
Public - Institutional Holders	17702490	0	0	0	0	0	0
Public - Others	50082094	12581	0.03	9580	3001	76.15	23.85
<b>TOTAL (B)</b>	<b>113385050</b>	<b>12581</b>	<b>0.01</b>	<b>9580</b>	<b>3001</b>	<b>76.15</b>	<b>23.85</b>
<b>Result (A+B)</b>	<b>113385050</b>	<b>45827499</b>	<b>40.42</b>	<b>45793298</b>	<b>34201</b>	<b>99.93</b>	<b>0.07</b>
<b>Resolution No.2 - Ordinary Resolution - Declaration of Dividend</b>							
<b>MODE OF VOTING - E-VOTING</b>							
Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares - 3 = $[(2)/(1)]*100$	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled (7)=[(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter & Promoter Group	45600466	45600466	100.00	45600466	0	100.00	0.00
Public - Institutional Holders	17702490	0	0.00	0	0	0.00	0.00
Public - Others\	50082094	214392	0.43	104372	110020	48.68	51.32
<b>TOTAL (A)</b>	<b>113385050</b>	<b>45814858</b>	<b>40.41</b>	<b>45704838</b>	<b>110020</b>	<b>99.76</b>	<b>0.24</b>
<b>MODE OF VOTING - POLL</b>							
Promoter & Promoter Group	45600466	0	0	0	0	0	0
Public - Institutional Holders	17702490	0	0	0	0	0	0
Public - Others	50082094	12581	0.03	9580	3001	76.15	23.85
<b>TOTAL (B)</b>	<b>113385050</b>	<b>12581</b>	<b>0.01</b>	<b>9580</b>	<b>3001</b>	<b>76.15</b>	<b>23.85</b>
<b>Result (A+B)</b>	<b>113385050</b>	<b>45827439</b>	<b>40.42</b>	<b>45714418</b>	<b>113021</b>	<b>99.75</b>	<b>0.25</b>

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

*S. Chidambaram*

S. CHIDAMBARAM

General Manager (Finance) & Company Secretary



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

Resolution No.3 - Ordinary Resolution - Appointment of Director in place of Shri.Vinod R.Sethi							
MODE OF VOTING - E-VOTING							
Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares - 3 = $[(2)/(1)]*100$	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled (7)=[(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter & Promoter Group	45600466	45600466	100.00	45600466	0	100.00	0.00
Public - Institutional Holders	17702490	0	0.00	0	0	0.00	0.00
Public - Others	50082094	214452	0.43	73242	141210	34.15	65.85
<b>TOTAL (A)</b>	<b>113385050</b>	<b>45814918</b>	<b>40.41</b>	<b>45673708</b>	<b>141210</b>	<b>99.69</b>	<b>0.31</b>
MODE OF VOTING - POLL							
Promoter & Promoter Group	45600466	0	0	0	0	0	0
Public - Institutional Holders	17702490	0	0	0	0	0	0
Public - Others	50082094	12581	0.03	9580	3001	76.15	23.85
<b>TOTAL (B)</b>	<b>113385050</b>	<b>12581</b>	<b>0.01</b>	<b>9580</b>	<b>3001</b>	<b>76.15</b>	<b>23.85</b>
<b>Result (A+B)</b>		<b>45827499</b>	<b>40.42</b>	<b>45683288</b>	<b>144211</b>	<b>99.69</b>	<b>0.31</b>
Resolution No.4 - Ordinary Resolution - Appointment of Statutory Auditors							
MODE OF VOTING - E-VOTING							
Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares - 3 = $[(2)/(1)]*100$	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled (7)=[(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter & Promoter Group	45600466	45600466	100.00	45600466	0	100.00	0.00
Public - Institutional Holders	17702490	0	0.00	0	0	0.00	0.00
Public - Others	50082094	211002	0.42	179802	31200	85.21	14.79
<b>TOTAL (A)</b>	<b>113385050</b>	<b>45811468</b>	<b>40.40</b>	<b>45780268</b>	<b>31200</b>	<b>99.93</b>	<b>0.07</b>
MODE OF VOTING - POLL							
Promoter & Promoter Group	45600466	0	0	0	0	0	0
Public - Institutional Holders	17702490	0	0	0	0	0	0
Public - Others	50082094	12581	0.03	9580	3001	76.15	23.85
<b>TOTAL (B)</b>	<b>113385050</b>	<b>12581</b>	<b>0.01</b>	<b>9580</b>	<b>3001</b>	<b>76.15</b>	<b>23.85</b>
<b>Result (A+B)</b>		<b>45824049</b>	<b>40.41</b>	<b>45789848</b>	<b>34201</b>	<b>99.93</b>	<b>0.07</b>

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

*S. Chidambaram*

**S. CHIDAMBARAM**

General Manager (Finance) & Company Secretary



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

Resolution No.5 - Special Resolution - Reappointment of Smt.Irmgard Velagapudi M.Rao as Managing Director							
MODE OF VOTING - E-VOTING							
Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares - 3 = $[(2)/(1)]*100$	No.of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled (7)=[(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter & Promoter Group	45600466	45600466	100.00	45600466	0	100.00	0.00
Public - Institutional Holders	17702490	0	0.00	0	0	0.00	0.00
Public - Others	50082094	214452	0.43	62742	151710	29.26	70.74
TOTAL (A)	113385050	45814918	40.41	45663208	151710	99.67	0.33
MODE OF VOTING - POLL							
Promoter & Promoter Group	45600466	0	0	0	0	0	0
Public - Institutional Holders	17702490	0	0	0	0	0	0
Public - Others	50082094	12581	0.03	9580	3001	76.15	23.85
TOTAL (B)	113385050	12581	0.01	9580	3001	76.15	23.85
Result (A+B)		45827499	40.42	45672788	154711	99.66	0.34
Resolution No.6 - Ordinary Resolution - Reappointment of Shri.Vinod R.Sethi as Executive Chairman							
MODE OF VOTING - E-VOTING							
Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares - 3 = $[(2)/(1)]*100$	No.of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled (7)=[(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter & Promoter Group	45600466	45600466	100.00	45600466	0	100.00	0.00
Public - Institutional Holders	17702490	0	0.00	0	0	0.00	0.00
Public - Others	50082094	214451	0.43	62741	151710	29.26	70.74
TOTAL (A)	113385050	45814917	40.41	45663207	151710	99.67	0.33
MODE OF VOTING - POLL							
Promoter & Promoter Group	45600466	0	0	0	0	0	0
Public - Institutional Holders	17702490	0	0	0	0	0	0
Public - Others	50082094	12581	0.03	9580	3001	76.15	23.85
TOTAL (B)	113385050	12581	0.01	9580	3001	76.15	23.85
Result (A+B)		45827498	40.42	45672787	154711	99.66	0.34

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

*S. Chidambaram*

S. CHIDAMBARAM

General Manager (Finance) & Company Secretary



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

Resolution No.7 - Special Resolution - Minimum Remuneration payable to Smt.Irmgard Velagapudi M.Rao, Managing Director							
MODE OF VOTING - E-VOTING							
Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares - 3 = $[(2)/(1)]*100$	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled (7)=[(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter & Promoter Group	45600466	45600466	100.00	45600466	0	100.00	0.00
Public - Institutional Holders	17702490	0	0.00	0	0	0.00	0.00
Public - Others	50082094	214452	0.43	60532	153920	28.23	71.77
<b>TOTAL (A)</b>	<b>113385050</b>	<b>45814918</b>	<b>40.41</b>	<b>45660998</b>	<b>153920</b>	<b>99.66</b>	<b>0.34</b>
MODE OF VOTING - POLL							
Promoter & Promoter Group	45600466	0	0	0	0	0	0
Public - Institutional Holders	17702490	0	0	0	0	0	0
Public - Others	50082094	12581	0.03	9580	3001	76.15	23.85
<b>TOTAL (B)</b>	<b>113385050</b>	<b>12581</b>	<b>0.01</b>	<b>9580</b>	<b>3001</b>	<b>76.15</b>	<b>23.85</b>
<b>Result (A+B)</b>	<b>113385050</b>	<b>45827499</b>	<b>40.42</b>	<b>45670578</b>	<b>156921</b>	<b>99.66</b>	<b>0.34</b>
Resolution No.8 - Special Resolution - Minimum Remuneration payable to Smt.Irmgard Velagapudi M.Rao, Managing Director							
MODE OF VOTING - E-VOTING							
Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares - 3 = $[(2)/(1)]*100$	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled (7)=[(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter & Promoter Group	45600466	45600466	100.00	45600466	0	100.00	0.00
Public - Institutional Holders	17702490	0	0.00	0	0	0.00	0.00
Public - Others	50082094	213852	0.43	59932	153920	28.02	71.98
<b>TOTAL (A)</b>	<b>113385050</b>	<b>45814318</b>	<b>40.41</b>	<b>45660398</b>	<b>153920</b>	<b>99.66</b>	<b>0.34</b>
MODE OF VOTING - POLL							
Promoter & Promoter Group	45600466	0	0	0	0	0	0
Public - Institutional Holders	17702490	0	0	0	0	0	0
Public - Others	50082094	12581	0.03	9580	3001	76.15	23.85
<b>TOTAL (B)</b>	<b>113385050</b>	<b>12581</b>	<b>0.01</b>	<b>9580</b>	<b>3001</b>	<b>76.15</b>	<b>23.85</b>
<b>Result (A+B)</b>		<b>45826899</b>	<b>40.42</b>	<b>45669978</b>	<b>156921</b>	<b>99.66</b>	<b>0.34</b>

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

*S. Chidambaram*

**S. CHIDAMBARAM**

General Manager (Finance) & Company Secretary



K.C.P. SUGAR AND INDUSTRIES CORPORATION LTD.,  
"RAMAKRISHNA BUILDINGS"  
New No: 239, (Old No: 183), ANNA SALAI  
CHENNAI-600 005

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

Resolution No.9 - Special Resolution - Minimum Remuneration payable to Smt.Irmgard Velagapudi M.Rao, Managing Director							
MODE OF VOTING - E-VOTING							
Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares - 3 = $\frac{(2)}{(1)} * 100$	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled $(7) = \frac{(5)}{(2)} * 100$
	1	2	3	4	5	6	7
Promoter & Promoter Group	45600466	45600466	100.00	45600466	0	100.00	0.00
Public - Institutional Holders	17702490	0	0.00	0	0	0.00	0.00
Public - Others	50082094	214452	0.43	60532	153920	28.23	71.77
<b>TOTAL (A)</b>	<b>113385050</b>	<b>45814918</b>	<b>40.41</b>	<b>45660998</b>	<b>153920</b>	<b>99.66</b>	<b>0.34</b>
MODE OF VOTING - POLL							
Promoter & Promoter Group	45600466	0	0	0	0	0	0
Public - Institutional Holders	17702490	0	0	0	0	0	0
Public - Others	50082094	12581	0.03	9580	3001	76.15	23.85
<b>TOTAL (B)</b>	<b>113385050</b>	<b>12581</b>	<b>0.01</b>	<b>9580</b>	<b>3001</b>	<b>76.15</b>	<b>23.85</b>
<b>Result (A+B)</b>		<b>45827499</b>	<b>40.42</b>	<b>45670578</b>	<b>156921</b>	<b>99.66</b>	<b>0.34</b>
Resolution No.10 - Ordinary Resolution - Ratification of Remuneration payable to Cost Auditor for Fin.Year 2015-16							
MODE OF VOTING - E-VOTING							
Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares - 3 = $\frac{(2)}{(1)} * 100$	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled $(7) = \frac{(5)}{(2)} * 100$
	1	2	3	4	5	6	7
Promoter & Promoter Group	45600466	45600466	100.00	45600466	0	100.00	0.00
Public - Institutional Holders	17702490	0	0.00	0	0	0.00	0.00
Public - Others	50082094	214452	0.43	183252	31200	85.45	14.55
<b>TOTAL (A)</b>	<b>113385050</b>	<b>45814918</b>	<b>40.41</b>	<b>45783718</b>	<b>31200</b>	<b>99.93</b>	<b>0.07</b>
MODE OF VOTING - POLL							
Promoter & Promoter Group	45600466	0	0	0	0	0	0
Public - Institutional Holders	17702490	0	0	0	0	0	0
Public - Others	50082094	12581	0.03	9580	3001	76.15	23.85
<b>TOTAL (B)</b>	<b>113385050</b>	<b>12581</b>	<b>0.01</b>	<b>9580</b>	<b>3001</b>	<b>76.15</b>	<b>23.85</b>
<b>Result (A+B)</b>		<b>45827499</b>	<b>40.42</b>	<b>45793298</b>	<b>34201</b>	<b>99.93</b>	<b>0.07</b>

For K.C.P. Sugar and Industries Corporation Ltd.  
*S. Chidambaram*  
**S. CHIDAMBARAM**  
General Manager (Finance) & Company Secretary







**Report of Scrutinizer (eVoting)**

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Mr. Vinod R Sethi

**The Chairman**

20<sup>th</sup> Annual General Meeting of the Shareholders of M/s. **K.C.P. Sugars and Industries Corporation Limited** held on 20<sup>th</sup> day of August 2015 At Sathguru Gnanananda Hall" Narada Gana Sabha, 314, T.T.K.Road, Alwarpet, Chennai 600018

Dear Sir,

We, V. Mahesh & Associates, Practicing Company Secretaries, represented by Mr. V. Mahesh, Promoter & CEO, have been appointed by the Board of Directors of M/s. K.C.P. Sugars and Industries Corporation Limited as a Scrutinizer for the purpose of scrutinizing the eVoting process and ascertaining the requisite majority on eVoting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the resolutions passed in the 20<sup>th</sup> Annual General Meeting compliance with Section 108 of the Companies Act, 2013.

The management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through electronic means on the resolutions contained in the Notice to the 20<sup>th</sup> Annual General Meeting of the shareholders of the Company. My responsibility as a Scrutinizer for the eVoting process is restricted to make Scrutinizer report of the vote cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by M/s. Integrated Enterprises, the authorized agency to provide e-voting facilities, engaged by the Company.

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

- i) The e-voting period was open from 17<sup>th</sup> August, 2015 (09.00 A.M) to 19<sup>th</sup> August, 2015 (05.00 P.M)



- ii) The members of the Company as on the "Cut-off date" i.e. 13<sup>th</sup> August, 2015 were entitled to vote on resolutions (item No. 01 to 10) as set out in the Notice.
- iii) Thereafter the details containing inter-alia, list of Equity shareholders, who "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Integrated Enterprises i.e., <https://www.evoting.nsdl.com> and based on such reports generated, the result of the e-voting are as under:

**Item No.1**

**Ordinary Resolution:**

- a) To consider and adopt the financial statements of the Company for the year ended March 31, 2015, the report of board of directors and the report of Independent Auditors thereon.
- b) To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2015, and the report of Independent Auditors thereon.

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
53	45783718	99.93%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
2	31200	0.068%



Item No.2Ordinary Resolution: To declare dividend on Equity Shares

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
52	45704838	99.76%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
2	110020	0.24%



Item No.3

**Ordinary Resolution:** To appoint a director in place of Shri. Vinod R Sethi (DIN: 00106598) who retires by rotation, and being eligible, offers himself for re-appointment.

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
51	45673708	99.69%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
4	141210	0.31%



Item No.4Ordinary Resolution: Ratification of Appointment of Statutory Auditors.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, the appointment of M/s. B.Purushottam & Co., Chartered Accountants (Firm's Regn. No.002808S), as Auditors of the Company approved by the shareholders at the 19<sup>th</sup> Annual General Meeting, for a term of three years, i.e. till the conclusion of 22<sup>nd</sup> Annual General Meeting (AGM), which was subject to ratification every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 21<sup>st</sup> AGM of the Company to be held in the year 2016, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

## i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
51	45780268	99.93%

## ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
2	31200	0.07%



*[Handwritten signature]*

**Special Business:****Item No.5**

**Special Resolution** : Appointment of Smt. Irmgard Velagapudi M Rao as Managing Director of the Company for a period of five years i.e. from 29<sup>th</sup> March, 2015 to 28<sup>th</sup> March, 2020 on terms and conditions as to remuneration, recommended by the Nomination & Remuneration Committee.

## i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
50	45663208	99.67%

## ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
5	151710	0.33%



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Item No.6

**Ordinary Resolution:** Appointment of Shri. Vinod R. Sethi, as Whole-time Director designated as Executive Chairman of the Company, liable to retire by rotation, for a period of five years, i.e., from 8<sup>th</sup> April 2015 to 7<sup>th</sup> April, 2020 on the terms and conditions as to remuneration by the Nomination and Remuneration Committee.

## i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
49	45663207	99.67%

## ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
5	151710	0.33%



Item No.7

**Special Resolution:** Payment of Remuneration to Smt. Irmgard Velagapudi M. Rao, Managing Director of the Company as per Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013.

“RESOLVED THAT pursuant to paragraphs (B) of Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013, and other applicable provisions, if any, of the said Act, and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay minimum remuneration, as detailed in the Explanatory Statement, to Smt. Irmgard Velagapudi M. Rao, Managing Director, for the financial year 2014-15 and in any two financial years in which there is inadequacy or absence of profits during the balance period of her tenure ending on 28.03.2020.”

## i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
47	45660998	99.66%

## ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
8	153920	0.34%





Item No.8

**Special Resolution:** Payment of Remuneration to Mr. Vinod R.Sethi, Executive Chairman of the Company as per Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013.

“**RESOLVED THAT** pursuant to paragraphs (B) of Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013, and other applicable provisions, if any, of the said Act, and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay minimum remuneration, as detailed in the Explanatory Statement, to Shri. Vinod R.Sethi, Executive Chairman, for the financial year 2014-15 and in any two financial years in which there is inadequacy or absence of profits during the balance period of his tenure ending on 07.04.2020.”

## i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
46	45660398	99.66%

## ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
8	153920	0.34%



Item No.09

**Special Resolution:** Payment of Remuneration to V.Kiran Rao, Executive Director of the Company as per Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013.

“RESOLVED THAT pursuant to paragraphs (B) of Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013, and other applicable provisions, if any, of the said Act, and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay minimum remuneration, as detailed in the Explanatory Statement, to Smt. V.Kiran Rao, Executive Director, for the financial year 2014-15 and in any two financial years in which there is inadequacy or absence of profits during the balance period of her tenure ending on 28.07.2017.”

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
47	45660998	99.66%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
8	153920	0.34%



*[Handwritten signature]*

Item No.10Ordinary Resolution: Remuneration of Cost Auditor:

“RESOLVED THAT in pursuance of Section 148 and other applicable provisions of the Companies Act, 2013 and 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 service tax as applicable and reimbursement of out of pocket expenses to be paid to Mr. V.Srinivasan, Cost Accountant (Membership No.1248) to conduct the audit of cost records of the Company for the financial year ending 31<sup>st</sup> March, 2016, as approved by the Board of Directors on the recommendation of the Audit Committee, be and is hereby ratified and confirmed.”

## i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
53	45783718	99.93%

## ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
2	31200	0.07%

The details containing list of equity shareholders who voted “FOR”, “AGAINST” for each resolution received from the Depository M/s. NSDL Services Limited is attached to this report.

Thanking You,

For V. Mahesh & Associates



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V. Mahesh  
Practicing Company Secretary

Date: 22.08.2015

Place: Chennai



Form MGT - 13

Report of Scrutinizer (POLL)

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

To,

Mr. Vinod R Sethi

**The Chairman**

20<sup>th</sup> Annual General Meeting of the Shareholders of M/s. **K.C.P. Sugars and Industries Corporation Limited** held on 20<sup>th</sup> day of August 2015 At Sathguru Gnanananda Hall" Narada Gana Sabha, 314, T.T.K.Road, Alwarpet, Chennai 600018

Dear Sir,

**SUB:** Scrutinizer's Report for the Poll demanded by the Chairman on the 20<sup>th</sup> Annual General Meeting of the Company.

I, V. Mahesh, Practising Company Secretary, have been appointed by the Board of Directors of M/s. **K.C.P. Sugars and Industries Corporation Limited** as a Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Twentieth Annual General Meeting of Equity Shareholders of M/s. **K.C.P. Sugars and Industries Corporation Limited**, held on 20<sup>th</sup> day of August, 2015 at Sathguru Gnanananda Hall" Narada Gana Sabha, 314, T.T.K.Road, Alwarpet, Chennai 600018:

Our responsibility as a Scrutinizer for the poll process is restricted to make Scrutinizer report of the vote cast "in favour" or "against" and/or "Invalid" the resolutions stated above, based on the ballot papers handed over to us by the Company.

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

1. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company (i.e., Integrated Enterprises Limited) and the authorizations / proxies lodged with the Company.

**Branches at :** • Bangalore • Tirupur



3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the poll are as under:

**Item No.1**

**Ordinary Resolution:**

- a) To consider and adopt the financial statements of the Company for the year ended March 31, 2015, the report of board of directors and the report of Independent Auditors thereon.
  - b) To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2015, and the report of Independent Auditors thereon.
- i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
3	9580	76%

- ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
2	3001	24%

- iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



Item No.2

Ordinary Resolution: To declare dividend on Equity Shares

i) Voted In favour of the Resolution:

Number of members voted	Number of cast by them	Votes	% of total number of valid votes cast
3	9580		76%

ii) Voted against the resolution:

Number of members voted	Number of cast by them	Votes	% of total number of valid votes cast
2	3001		24%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



*[Handwritten Signature]*

Item No.3

**Ordinary Resolution:** To appoint a director in place of Shri. Vinod R Sethi (DIN: 00106598) who retires by rotation, and being eligible, offers himself for re-appointment.

## i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
3	9580	76%

## ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
2	3001	24%

## iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



Item No.4Ordinary Resolution: Ratification of Appointment of Statutory Auditors.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, the appointment of M/s. B.Purushottam & Co., Chartered Accountants (Firm's Regn. No.002808S), as Auditors of the Company approved by the shareholders at the 19<sup>th</sup> Annual General Meeting, for a term of three years, i.e. till the conclusion of 22<sup>nd</sup> Annual General Meeting (AGM), which was subject to ratification every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 21<sup>st</sup> AGM of the Company to be held in the year 2016, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

## i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
3	9580	76%

## ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
2	3001	24%

## iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



*[Handwritten signature]*



Special Business:Item No.5

**Special Resolution:** Appointment of Smt. Irmgard Velagapudi M Rao as Managing Director of the Company for a period of five years i.e. from 29<sup>th</sup> March, 2015 to 28<sup>th</sup> March, 2020 on terms and conditions as to remuneration, recommended by the Nomination & Remuneration Committee.

## i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
3	9580	76%

## ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
2	3001	24%

## i) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



*(Handwritten signature)*

**Item No.6**

**Ordinary Resolution:** Appointment of Shri. Vinod R. Sethi, as Whole-time Director designated as Executive Chairman of the Company, liable to retire by rotation, for a period of five years, i.e., from 8<sup>th</sup> April 2015 to 7<sup>th</sup> April, 2020 on the terms and conditions as to remuneration by the Nomination and Remuneration Committee.

## i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
3	9580	76%

## ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
2	3001	24%

## iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



Item No.7

**Special Resolution:** Payment of Remuneration to Smt. Irmgard Velagapudi M. Rao, Managing Director of the Company as per Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013.

“RESOLVED THAT pursuant to paragraphs (B) of Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013, and other applicable provisions, if any, of the said Act, and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay minimum remuneration, as detailed in the Explanatory Statement, to Smt. Irmgard Velagapudi M. Rao, Managing Director, for the financial year 2014-15 and in any two financial years in which there is inadequacy or absence of profits during the balance period of her tenure ending on 28.03.2020.”

## i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
3	9580	76%

## ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
2	3001	24%

## iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



**Special Resolution:** Payment of Remuneration to Mr. Vinod R.Sethi, Executive Chairman of the Company as per Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013.

“RESOLVED THAT pursuant to paragraphs (B) of Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013, and other applicable provisions, if any, of the said Act, and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay minimum remuneration, as detailed in the Explanatory Statement, to Shri. Vinod R.Sethi, Executive Chairman, for the financial year 2014-15 and in any two financial years in which there is inadequacy or absence of profits during the balance period of his tenure ending on 07.04.2020.”

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
3	9580	76%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
2	3001	24%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



Item No.09

**Special Resolution:** Payment of Remuneration to V.Kiran Rao, Executive Director of the Company as per Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013.

“RESOLVED THAT pursuant to paragraphs (B) of Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013, and other applicable provisions, if any, of the said Act, and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay minimum remuneration, as detailed in the Explanatory Statement, to Smt. V.Kiran Rao, Executive Director, for the financial year 2014-15 and in any two financial years in which there is inadequacy or absence of profits during the balance period of her tenure ending on 28.07.2017.”

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
3	9580	76%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
2	3001	24%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



Item No.10Ordinary Resolution: Remuneration of Cost Auditor:

“RESOLVED THAT in pursuance of Section 148 and other applicable provisions of the Companies Act, 2013 and 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 service tax as applicable and reimbursement of out of pocket expenses to be paid to Mr. V.Srinivasan, Cost Accountant (Membership No.1248) to conduct the audit of cost records of the Company for the financial year ending 31<sup>st</sup> March, 2016, as approved by the Board of Directors on the recommendation of the Audit Committee, be and is hereby ratified and confirmed.”

## i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
3	9580	76%

## ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
2	3001	24%

## iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



*(Handwritten signature)*

5. A Compact Disc (CD) containing a details of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,



**For V. Mahesh & Associates**

A handwritten signature in black ink, appearing to read "V. Mahesh".

**V. Mahesh**  
**Practicing Company Secretary**

**Date: 22.08.2015**

**Place: Chennai**



Form MGT - 13

Combined Report of Scrutinizer (E-voting & Poll)

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 21(2) of  
the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

Mr. Vinod R Sethi

**The Chairman**

20<sup>th</sup> Annual General Meeting of the Shareholders

**M/s. K.C.P. Sugars and Industries Corporation Limited**

held on 20<sup>th</sup> day of August 2015 At Sathguru Gnanananda Hall" Narada Gana Sabha,  
314, T.T.K.Road, Alwarpet, Chennai 600018

Dear Sir,

**SUB:** Scrutinizer's Report for the resolutions passed by eVoting & Poll.

We, V. Mahesh & Associates, Practicing Company Secretaries, represented by Mr. V. Mahesh, Promoter & CEO, have been appointed by the Board of Directors of **M/s. K.C.P. Sugars and Industries Corporation Limited** as a Scrutinizer for the purpose of Scrutinizing the e-voting process and to receive, process and scrutinize the poll papers as per the provisions of Section 108 and 109 of the Companies Act, 2013 in respect of the resolution(s) mentioned in the notice calling Annual General Meeting of the Company:

Our responsibility as a Scrutinizer for the e-voting and poll process is restricted to make Scrutinizer report of the vote cast "in favour" or "against" and/or "Invalid" the resolutions, based on the Ballot Papers handed over by the Company in a duly sealed/locked box and the reports generated from the e-voting system provided by M/s. Integrated Enterprises, the authorized agency to provide e-voting facilities, engaged by the Company and ballot papers handed over to us by the Company respectively.

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

- i) The e-voting period was open from 17<sup>th</sup> August, 2015 (09.00 A.M) to 19<sup>th</sup> August, 2015 (05.00 P.M). We further confirm that eVoting option/facility was closed after 05.00 P.M on 19<sup>th</sup> August, 2015.
- ii) The members of the Company as on the "Cut-off date or Record Date" i.e., 13<sup>th</sup> August, 2015 were entitled to vote on resolutions (item No. 01 to 10) as set out in the Notice.





- iii) Thereafter the details containing inter-alia, list of Equity shareholders, who "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Integrated Enterprises i.e., <https://www.evoting.nsdl.com> and based on such reports generated.
- iv) The Poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- v) After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling were locked in our presence with due identification marks placed by me.
- vi) The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company (i.e., Integrated Enterprises Limited) and the authorizations / proxies lodged with the Company.
- vii) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The combined results of the e-voting and poll are as follows:



*[Handwritten signature]*

Item No.1Ordinary Resolution:

- a) To consider and adopt the financial statements of the Company for the year ended March 31, 2015, the report of board of directors and the report of Independent Auditors thereon.
- b) To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2015, and the report of Independent Auditors thereon.

## i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
56	45793298	99.92%

## ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
4	34201	0.08%

## iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



*(Handwritten signature)*

Item No.2Ordinary Resolution: To declare dividend on Equity Shares

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
55	45714418	99.75%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
4	113021	0.25%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



A handwritten signature in black ink, appearing to be "V. Mahesh".

Item No.3

**Ordinary Resolution:** To appoint a director in place of Shri. Vinod R Sethi (DIN: 00106598) who retires by rotation, and being eligible, offers himself for re-appointment.

## i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
54	45683288	99.68%

## ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
6	144211	0.32%

## iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



Item No.4Ordinary Resolution: Ratification of Appointment of Statutory Auditors.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, the appointment of M/s. B.Purushottam & Co., Chartered Accountants (Firm’s Regn. No.002808S), as Auditors of the Company approved by the shareholders at the 19<sup>th</sup> Annual General Meeting, for a term of three years, i.e. till the conclusion of 22<sup>nd</sup> Annual General Meeting (AGM), which was subject to ratification every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 21<sup>st</sup> AGM of the Company to be held in the year 2016, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

## i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
54	45789848	99.93%

## ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
2	34201	0.07%

## iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



*[Handwritten Signature]*

**Special Business:****Item No.5**

**Special Resolution** : Appointment of Smt. Irmgard Velagapudi M Rao as Managing Director of the Company for a period of five years i.e. from 29<sup>th</sup> March, 2015 to 28<sup>th</sup> March, 2020 on terms and conditions as to remuneration, recommended by the Nomination & Remuneration Committee.

## i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
53	45672788	99.66%

## ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
7	154711	0.34%

## iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



Item No.6

**Ordinary Resolution:** Appointment of Shri. Vinod R. Sethi, as Whole-time Director designated as Executive Chairman of the Company, liable to retire by rotation, for a period of five years, i.e., from 8<sup>th</sup> April 2015 to 7<sup>th</sup> April, 2020 on the terms and conditions as to remuneration by the Nomination and Remuneration Committee.

## i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
52	45672787	99.66%

## ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
7	154711	0.34%

## iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



*(Handwritten signature)*

Item No.7

**Special Resolution:** Payment of Remuneration to Smt. Irmgard Velagapudi M. Rao, Managing Director of the Company as per Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013.

“RESOLVED THAT pursuant to paragraphs (B) of Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013, and other applicable provisions, if any, of the said Act, and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay minimum remuneration, as detailed in the Explanatory Statement, to Smt. Irmgard Velagapudi M. Rao, Managing Director, for the financial year 2014-15 and in any two financial years in which there is inadequacy or absence of profits during the balance period of her tenure ending on 28.03.2020.”

## i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
50	45670578	99.66%

## ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
10	156921	0.34%

## iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4





**Item No.8**

**Special Resolution:** Payment of Remuneration to Mr. Vinod R.Sethi, Executive Chairman of the Company as per Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013.

“RESOLVED THAT pursuant to paragraphs (B) of Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013, and other applicable provisions, if any, of the said Act, and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay minimum remuneration, as detailed in the Explanatory Statement, to Shri. Vinod R.Sethi, Executive Chairman, for the financial year 2014-15 and in any two financial years in which there is inadequacy or absence of profits during the balance period of his tenure ending on 07.04.2020.”

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
49	45669978	99.66%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
10	156921	0.34%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



**Item No.09**

**Special Resolution:** Payment of Remuneration to V.Kiran Rao, Executive Director of the Company as per Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013.

“RESOLVED THAT pursuant to paragraphs (B) of Section II of Part II of Schedule V read with section 197(3) of the Companies Act, 2013, and other applicable provisions, if any, of the said Act, and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay minimum remuneration, as detailed in the Explanatory Statement, to Smt. V.Kiran Rao, Executive Director, for the financial year 2014-15 and in any two financial years in which there is inadequacy or absence of profits during the balance period of her tenure ending on 28.07.2017.”

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
50	45670578	99.66%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
10	156921	0.34%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



Item No.10Ordinary Resolution: Remuneration of Cost Auditor:

“RESOLVED THAT in pursuance of Section 148 and other applicable provisions of the Companies Act, 2013 and 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 service tax as applicable and reimbursement of out of pocket expenses to be paid to Mr. V.Srinivasan, Cost Accountant (Membership No.1248) to conduct the audit of cost records of the Company for the financial year ending 31<sup>st</sup> March, 2016, as approved by the Board of Directors on the recommendation of the Audit Committee, be and is hereby ratified and confirmed.”

i) Voted In **favour** of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
56	45793298	99.92%

ii) Voted **against** the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
4	34201	0.08%

## iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
2	4



*(Handwritten signature)*

**VMACS**

A Compact Disc (CD) containing a details of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is handed over to the Company.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,



**For V. Mahesh & Associates**

A handwritten signature in black ink, appearing to read "V. Mahesh".

**V. Mahesh**  
**Practicing Company Secretary**

**Date: 22.08.2015**  
**Place: Chennai**