

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/XXI AGM /2016-17

22.09.2016

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

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

**MANAGER
CORPORATE RELATIONSHIP
DEPT OF CORP.SERVICES
BOMBAY STOCK EXCHANGE LTD.**

Floor 25, P.J.Towers
Dalal Street
Mumbai 400001.

KCPSUGIND -EQ

Scrip ID: KCPSUGIND

Dear Sir,

**Sub: Compliance of Regulation 44 of SEBI (LODR) Regulations, 2015 – Details
regarding Voting results of 21st AGM held on 21.09.2016 – reg:**

Pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015, we wish to inform that at the Twenty first Annual General Meeting of the Shareholders which was held on 21st September 2016 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 18.09.2016 9.00 AM to 20.09.2016 5.00 PM.
Physical Ballot at the AGM venue, in pursuance of Regulation 44 of SEBI (LODR) Regulations, 2015

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. 22.09.2016, are enclosed in the prescribed format.

Thanking you,

Yours faithfully,

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

**S. CHIDAMBARAM
GENERAL MANAGER (FIN) & 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
- Lakshnipuram, Krishna Dist., A.P. - 521 131. Tel : 08671 222046 Fax : 08671 222640

K.C.P.SUGAR AND INDUSTRIES CORPORATION LIMITED

**DETAILS OF VOTING RESULTS OF THE 21st ANNUAL GENERAL MEETING HELD ON
21st SEPTEMBER 2016.**

Sl.No.	Description	Particulars
A.	Date of the 21 st AGM	21 st September 2016
B.	Book Closure Period	From 14.09.2016 to 21.09.2016 (both days inclusive).
C.	Total No. of shareholders on Record Date	28,998
D.	No. of shareholders present either in person or through Proxy	577
	Promoters and Promoters Group	4
	Public	573
E.	No. of shareholders attended the meeting through Video Conferencing	No Video Conferencing facility was made available.



Contd...

K.C.P.SUGAR AND INDUSTRIES CORPORATION LIMITED

21ST ANNUAL GENERAL MEETING HELD ON 21.09.2016.

Resolution No.1 - Ordinary Resolution - Adoption of Audited Financial Statements

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 (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter & Promoter Group	45616266	45616266	100.00	45616266	0	100.00	0.00
Public - Institutional Holders	1779708	2500	0.14	2500	0	100.00	0.00
Public - Others	65989076	862470	1.31	854470	8000	99.07	0.93
TOTAL (A)	113385050	46481236	40.99	46473236	8000	99.98	0.02

MODE OF VOTING - POLL

Promoter & Promoter Group	45616266	0	0	0	0	0	0
Public - Institutional Holders	1779708	0	0	0	0	0	0
Public - Others	65989076	307246	0.47	307231	15	100.00	0
TOTAL (B)	113385050	307246	0.47	307231	15	100.00	0
Result (A+B)	113385050	46788482	41.26	46780467	8015	99.98	0.02

Resolution No.2 - Ordinary Resolution - Declaration of Dividend

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	45616266	45616266	100.00	45616266	0	100.00	0.00
Public - Institutional Holders	1779708	2500	0.14	2500	0	0.00	0.00
Public - Others\	65989076	866470	1.31	858470	8000	99.08	0.90
TOTAL (A)	113385050	46485236	41.00	46477236	8000	99.98	0.02

MODE OF VOTING - POLL

Promoter & Promoter Group	45616266	0	0	0	0	0	0
Public - Institutional Holders	1779708	0	0	0	0	0	0
Public - Others	65989076	307246	0.47	307246	0	100.00	0
TOTAL (B)	113385050	307246	0.27	307246	0	100.00	0
Result (A+B)	113385050	46792482	41.27	46784482	8000	99.98	0.02



K.C.P.SUGAR AND INDUSTRIES CORPORATION LIMITED

Resolution No.3 - Ordinary Resolution - Reappointment of Smt.V.Kiran Rao, Director , who retired by rotation.

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	45616266	45616266	100.00	45616266	0	100.00	0.00
Public - Institutional Holders	1779708	2500	0.14	2500	0	100.00	0.00
Public - Others	65989076	855020	1.30	830697	24323	97.15	2.85
TOTAL (A)	113385050	46473786	40.99	46449463	24323	99.95	0.05

MODE OF VOTING - POLL

Promoter & Promoter Group	45616266	0	0	0	0	0	0
Public - Institutional Holders	1779708	0	0	0	0	0	0
Public - Others	65989076	307246	0.47	305260	1986	99.35	0.65
TOTAL (B)	113385050	307246	0.27	305260	1986	99.35	0.65
Result (A+B)	113385050	46781032	41.26	46754723	26309	99.94	0.06

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	45616266	45616266	100.00	45616266	0	100.00	0.00
Public - Institutional Holders	1779708	2500	0.14	2500	0	100.00	0.00
Public - Others	65989076	866370	1.31	858370	8000	99.08	0.92
TOTAL (A)	113385050	46485136	41.00	46477136	8000	99.98	0.02

MODE OF VOTING - POLL

Promoter & Promoter Group	45616266	0	0	0	0	0	0
Public - Institutional Holders	1779708	0	0	0	0	0	0
Public - Others	65989076	307246	0.47	307210	36	100.00	0
TOTAL (B)	113385050	307246	0.27	307210	36	100.00	0
Result (A+B)	113385050	46792382	41.27	46784346	8036	99.98	0.02



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	45616266	45616266	100.00	45616266	0	100.00	0.00
Public - Institutional Holders	1779708	2500	0.14	2500	0	100.00	0.00
Public - Others	65989076	866370	1.31	841826	24544	97.17	2.83
TOTAL (A)	113385050	46485136	41.00	46460592	24544	99.95	0.05
MODE OF VOTING - POLL							
Promoter & Promoter Group	45616266	0	0	0	0	0	0
Public - Institutional Holders	1779708	0	0	0	0	0	0
Public - Others	65989076	307246	0.47	305260	1986	99.35	0.65
TOTAL (B)	113385050	307246	0.27	305260	1986	99.35	0.65
Result (A+B)	113385050	46792382	41.27	46765852	26530	99.94	0.06
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	45616266	45616266	100.00	45616266	0	100.00	0.00
Public - Institutional Holders	1779708	2500	0.14	2500	0	100.00	0.00
Public - Others	65989076	866370	1.31	858370	8000	99.08	0.92
TOTAL (A)	113385050	46485136	41.00	46477136	8000	99.98	0.02
MODE OF VOTING - POLL							
Promoter & Promoter Group	45616266	0	0	0	0	0	0
Public - Institutional Holders	1779708	0	0	0	0	0	0
Public - Others	65989076	307246	0.47	307210	36	100.00	0
TOTAL (B)	113385050	307246	0.27	307210	36	100.00	0
Result (A+B)	113385050	46792382	41.27	46784346	154711	99.98	0.02



REPORT OF SCRUTINIZER (E-VOTING)

[Pursuant to the provisions of Sections 108 of the Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman of the 21st Annual General Meeting
M/s. K.C.P. Sugar and Industries Corporation Limited
Ramakrishna Building, New No.239 (Old No.183)
Anna Salai, Chennai-600 006

Dear Sir,

Sub: Scrutinizer's Report for e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013.

I, V. Mahesh, Practicing Company Secretary of M/s. V.Mahesh & Associates, have been appointed by the Board of Directors of M/s. K.C.P.Sugar and Industries Corporation Limited as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read along with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

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 of the 21st Annual General Meeting of the Company (hereinafter called "notice"). Our responsibility as a Scrutinizer for the e-voting process is restricted to providing the Scrutinizer's report pertaining to the votes casted "in favour" or "against" the resolutions, based on the reports generated from the e-voting system provided by M/s. National Securities Depository Limited (NSDL), 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 kept open from Sunday, the 18th day of September, 2016 (09.00 a.m. IST) to Tuesday, the 20th day of September, 2016 (05.00 p.m. IST). We further confirm that e-voting facility was closed at 05.00 P.M on the 20th day of September, 2016.
- II. The Members of the Company as on the "**Cut-off date**" (16th day of September, 2016) were entitled to vote on resolutions as set out in the notice.
- III. Thereafter the details containing the list of Equity Shareholders, who voted "for", or "against" each of the resolutions were generated from the website of e-voting agency (NSDL) i.e., <https://www.evoting.nsdl.com> and based on the information generated, the result of the e-voting are as under:

Branches at : • Bangalore



Ordinary Business

Item No.1

Ordinary Resolution:

To receive, consider and adopt the audited financial statements including audited consolidated financial statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon.

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
55	46473236	99.98

Voted against the resolution:

Number of Members voted	Number of Votes cast by him/her	% of total number of valid votes cast
2	8000	0.02

Invalid Votes:

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



Item No.2

Ordinary Resolution:

To declare dividend on Equity Shares.

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
56	46477236	99.98

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
2	8000	0.02

Invalid Votes:

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



Item No.3

Ordinary Resolution:

To appoint a Director in place of Smt.V.Kiran Rao (DIN: 00091466), who retires by rotation, and being eligible, offers herself for reappointment.

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
50	46449463	99.95

Voted against the resolution:

Number of Members voted	Number of Votes cast by him/her	% of total number of valid votes cast
5	24323	0.05

Invalid Votes:

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



Item No.4

Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules, 2014, the appointment of M/s.B.Purushottam & Co., Chartered Accountants (Firm’s Regn.No. 002808S), as Statutory Auditors of the Company for a term of three years, i.e. till the conclusion of 22nd Annual General Meeting (AGM) approved by the shareholders at the Company’s 19th AGM held on 11.09.2014, subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 22nd AGM of the Company to be held in the year 2017, on 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 statutory Auditors.”

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
55	46477136	99.98

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
2	8000	0.02

Invalid Votes:

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



Special Business

Item No.5

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 Wholetime Directors of the Company (other than the Wholetime Directors and Nominee Directors) be paid as remuneration for each of the three financial years beginning from the financial year 2016-17 till the financial year 2018-19, 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.”

Voted in favour of the resolution:

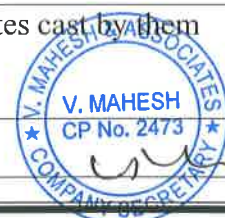
Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
48	46460592	99.95

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
9	24544	0.05

Invalid Votes:

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



Special Business

Item No.6

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 service tax 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 Mr.V.Srinivasan, Cost Accountant (Membership No.1248) for conducting the audit of cost records of the Company for the financial year ending 31st March 2017.”

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
55	46477136	99.98

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
2	8000	0.02

Invalid Votes:

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

Place: Chennai
Date: 22.09.2016

For V. Mahesh & Associates



V. Mahesh

Practicing Company Secretary

REPORT OF SCRUTINIZER (POLL)

[Pursuant to the provisions of Section 109 of the Companies Act, 2013 read with rule 21 of Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 21st Annual General Meeting
M/s. K.C.P.Sugar and Industries Corporation Limited,
Ramakrishna Building, New No.239 (Old No.183),
Anna Salai, Chennai-600 006

Dear Sir,

Sub: Scrutinizer's Report for voting on poll pursuant to the provisions of Section 109 of the Companies Act 2013.

I, V. Mahesh, Practicing Company Secretary of M/s. V. Mahesh & Associates, have been appointed by the Board of Directors of M/s. K.C.P.Sugar and Industries Corporation Limited as a Scrutinizer for the purpose of scrutinizing the polling process and ascertaining the requisite majority as per the provisions of Section 109 of the Companies Act, 2013 read along with Rule 21 of the Companies (Management and Administration) Rules, 2014.

Our responsibility as a Scrutinizer for the polling process is confined to preparing the Scrutinizer's report pertaining to the votes casted "in favour" or "against" for the resolutions mentioned in the ballot papers.

I submit my report as under:

1. The ballot box kept at the meeting was locked by me in presence of the members and proxies.
2. The locked ballot box was subsequently opened by me in presence of two witnesses after the voting process was completed and the polling papers were diligently scrutinized. The polling papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company (i.e., M/s. Integrated Enterprises (India) Limited).
3. All the ballot papers were found to be in order. The results have been given below:



Ordinary Business

Item No.1

Ordinary Resolution:

To receive, consider and adopt the audited financial statements including audited consolidated financial statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon.

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
19	307231	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
2	15	0.01

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
1	Detail not provided



Item No.2

Ordinary Resolution:

To declare dividend on Equity Shares

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
21	307246	100

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
	NIL	

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
1	Detail not provided



Item No.3

Ordinary Resolution:

To appoint a Director in place of Smt.V.Kiran Rao (DIN: 00091466), who retires by rotation, and being eligible, offers herself for reappointment.

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
16	305260	99.35

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
5	1986	0.65

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
1	Detail not provided



Item No.4

Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules, 2014, the appointment of M/s.B.Purushottam & Co., Chartered Accountants (Firm’s Regn.No. 002808S), as Statutory Auditors of the Company for a term of three years, i.e. till the conclusion of 22nd Annual General Meeting (AGM) approved by the shareholders at the Company’s 19th AGM held on 11.09.2014, subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 22nd AGM of the Company to be held in the year 2017, on 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 statutory Auditors.”

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
17	307210	99.98

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
4	36	0.02

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
1	Detail not provided



Special Business

Item No.5

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 Wholetime Directors of the Company (other than the Wholetime Directors and Nominee Directors) be paid as remuneration for each of the three financial years beginning from the financial year 2016-17 till the financial year 2018-19, 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.”

Voted in favour of the resolution:

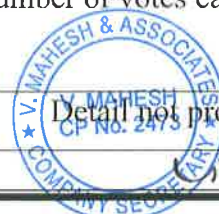
Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
16	305260	99.35

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
5	1986	0.65

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
1	Detail not provided



Item No.6

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 service tax 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 Mr.V.Srinivasan, Cost Accountant (Membership No.1248) for conducting the audit of cost records of the Company for the financial year ending 31st March 2017.”

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
17	307210	99.98

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
4	36	0.02

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
1	Detail not provided

Place: Chennai
Date: 22.09.2016

For V. Mahesh & Associates




V. Mahesh
Practicing Company Secretary



FORM MGT - 13
COMBINED REPORT OF SCRUTINIZER (E-VOTING & POLL)
[Pursuant to Section 108 & 109 of the Companies Act, 2013 read along with rule 20 of
Companies (Management and Administration) Amendment Rules, 2015 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 21st Annual General Meeting
M/s. K.C.P. Sugar and Industries Corporation Limited
Ramakrishna Building, New No.239 (Old No.183)
Anna Salai, Chennai-600 006.

Dear Sir,

Sub: Scrutinizer's Report for the resolutions passed by e-Voting and Demand for poll.

I, V. Mahesh, Practicing Company Secretary of M/s. V. Mahesh & Associates, have been appointed by the Board of Directors of M/s. K.C.P.Sugar and Industries Corporation Limited as a Scrutinizer for the purpose of scrutinizing the e-voting process and to receive, scrutinise the polling process at the meeting through ballot papers as per the provisions of Section 108 and Section 109 of the Companies Act, 2013 read along with the respective rules for the resolutions mentioned in the notice calling the 21st Annual General Meeting held on Wednesday, the 21st day of September, 2016 at 10.00 A.M.

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

- i) The e-voting period was kept open from Sunday, the 18th day of September, 2016 (09.00 a.m. IST) to Tuesday, the 20th day of September, 2016 (05.00 p.m. IST). We further confirm that e-voting facility was closed at 05.00 P.M on the 20th day of September, 2016.
- ii) The Members of the Company as on the "**Cut-off date**" (16th day of September, 2016) were entitled to vote on resolutions as set out in the notice.
- iii) Thereafter the details containing the list of Equity Shareholders, who voted "for", or "against" each of the resolutions were generated from the website of e-voting agency (NSDL) i.e., <https://www.evoting.nsdl.com> and based on the information generated, the result of the e-voting are as under:



Ordinary Business

Item No.1

Ordinary Resolution:

To receive, consider and adopt the audited financial statements including audited consolidated financial statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon.

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
74	46780467	99.98

Voted against the resolution:

Number of Members voted	Number of Votes cast by him/her	% of total number of valid votes cast
4	8015	0.02

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
1	Detail not provided



Item No.2

Ordinary Resolution:

To declare dividend on Equity Shares.

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
77	46784482	99.98

Voted against the resolution:

Number of Members voted	Number of Votes cast by him/her	% of total number of valid votes cast
2	8000	0.02

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
1	Detail not provided



Item No.3

Ordinary Resolution:

To appoint a Director in place of Smt.V.Kiran Rao (DIN: 00091466), who retires by rotation, and being eligible, offers herself for reappointment.

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
66	46754723	99.94

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
10	26309	0.06

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
1	Detail not provided



Item No.4

Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules, 2014, the appointment of M/s.B.Purushottam & Co., Chartered Accountants (Firm’s Regn.No. 002808S), as Statutory Auditors of the Company for a term of three years, i.e. till the conclusion of 22nd Annual General Meeting (AGM) approved by the shareholders at the Company’s 19th AGM held on 11.09.2014, subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 22nd AGM of the Company to be held in the year 2017, on 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 statutory Auditors.”

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
72	46784346	99.98

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
6	8036	0.02

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
1	Detail not provided



Special Business

Item No.5

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 Wholetime Directors of the Company (other than the Wholetime Directors and Nominee Directors) be paid as remuneration for each of the three financial years beginning from the financial year 2016-17 till the financial year 2018-19, 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.”

Voted in favour of the resolution:

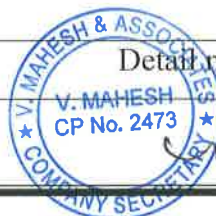
Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
64	46765852	99.94

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
14	26530	0.06

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
1	Detail not provided



Special Business

Item No.6

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 service tax 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 Mr.V.Srinivasan, Cost Accountant (Membership No.1248) for conducting the audit of cost records of the Company for the financial year ending 31st March 2017.”

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
72	46784346	99.98

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
6	8036	0.02

Invalid Votes:

Number of Members whose votes were declared invalid	Total number of votes cast by them
1	Detail not provided

Place: Chennai
Date: 22.09.2016

For V. Mahesh & Associates



(Handwritten signature)

V. Mahesh
Practicing Company Secretary