



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/XXII AGM /2017-18

16.09.2017

**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 22nd AGM held on 15.09.2017 – reg:**

Pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015, we wish to inform that at the Twenty second Annual General Meeting of the Shareholders which was held on 15th September 2017 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 12.09.2017 9.00 AM to 14.09.2017 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. 16.09.2017, 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, Extranatural 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
	- Lakshmipuram,	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 22nd ANNUAL GENERAL MEETING HELD ON 15th SEPTEMBER 2017.

Sl.No.	Description	Particulars
A.	Date of the 22 nd AGM	15 th September 2017
B.	Book Closure Period	From 08.09.2017 to 15.09.2017 (both days inclusive).
C.	Total No. of shareholders on Record Date	28,793
D.	No. of shareholders present either in person or through Proxy	506
	Promoters and Promoters Group	4
	Public	502
E.	No. of shareholders attended the meeting through Video Conferencing	No Video Conferencing facility was made available.

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

S. Chidambaram

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



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

S. Chidambaram

**S. CHIDAMBARAM
General Manager (Finance) & Company Secretary**



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 22nd Annual General Meeting,
K.C.P. Sugar and Industries Corporation Limited,
Ramakrishna Building, New No.239 (Old No.183)
Anna Salai, Chennai-600 006

Dear Sir,

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

I, V. Mahesh, Practicing Company Secretary of V. Mahesh & Associates, have been appointed by the Board of Directors of K.C.P.Sugar and Industries Corporation Limited as a Scrutinizer for the purpose of scrutinizing the e-voting process and to receive, scrutinise the polling process at the meeting through ballot papers as per the provisions of Section 108 and Section 109 of the Companies Act, 2013 read along with the respective rules for the resolutions mentioned in the notice calling the 22nd Annual General Meeting held on Friday, the 15th day of September, 2017 at 10.00 A.M.

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

- i) The e-voting period was kept open from Tuesday, the 12th day of September, 2017 (09.00 a.m. IST) to Thursday, the 14th day of September, 2017 (05.00 p.m. IST). We further confirm that e-voting facility was closed at 05.00 P.M on the 14th day of September, 2017.
- ii) The Members of the Company as on the "**Cut-off date**" (08th day of September, 2017) were entitled to vote on resolutions as set out in the notice.
- iii) Thereafter the details containing the list of Equity Shareholders, who voted "for", or "against" each of the resolutions were generated from the website of e-voting agency (NSDL) i.e., <https://www.evoting.nsdl.com> and based on the information generated, the result of the e-voting and poll are as under:



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, 2017 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
65	45773374	99.995

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
3	2255	0.005

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
66	45773429	99.995

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
2	2200	0.005

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.Irmgard Velagapudi (DIN: 00091370), 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
62	45760829	99.97

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
6	14800	0.03

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 Companies (Audit & Auditors) Rules, 2014, and pursuant to the recommendations of the Audit Committee, M/s. Suri & Siva, Chartered Accountants (Firm’s Regn.No.004284S), be appointed as Statutory Auditors of the Company in place of retiring Auditors, M/s. B.Purushottam & Co., Chartered Accountants (Firm Regn.No.002808S) to hold office from the conclusion this 22nd Annual General Meeting till the conclusion of 27th Annual General Meeting (AGM) to be held in the year 2022, subject to ratification by members at every AGM, 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 the 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
65	45773428	99.995

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
2	2200	0.005

Invalid Votes:

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



Special Business

Item No.5

Ordinary Resolution:

“**RESOLVED** that Shri. K.R. Adivarahan be and is hereby appointed as an Independent Director of the Company pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, (the “Act”) read with schedule IV of the Companies Act, 2013, and Article 110 of the Articles of Association of the Company, to hold office of the Director for a period of five years from the conclusion of 22nd Annual General meeting till the conclusion of 27th Annual General meeting, not liable to retire by rotation during the said tenure.”

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
63	45769029	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
5	6600	0.01

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 pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, and Article 147 and 148 of the Articles of Association of the Company, the reappointment of Smt.V. Kiran Rao be and is hereby reappointed as Executive Director of the Company, for a period of five years i.e. from 29th July 2017 to 28th July, 2022, not liable to retire by rotation and on the terms and conditions as to remuneration, recommended by the Board, as hereunder:

- i. Salary: Rs.3,00,000/- (Rupees three lakhs only) per month, within the ceiling prescribed under section 196, 197 and 198, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013.
- ii. Perquisites: Provision of car with driver for use on Company’s business and telephone at the residence and cell phone (including payment for local calls and long distance official calls).Personal long distance calls on telephone and use of car for private purposes shall be charged to the Executive Director; Rent free furnished residential accommodation; Personal accident insurance; Contribution to provident fund and gratuity; Electricity to be valued as per Income Tax Rules. These perquisites shall be in accordance with the Company’s practice, rules and regulations in force, from time to time as may be applicable to her.
- iii. Commission: Remuneration by way of commission on net profits in addition to salary such that the amount of salary and commission in aggregate is subject to an overall ceiling of 3 % of the net profits of the Company in a particular financial year as laid down in Section 198 , 197 and 198 read with Sch.V of the Companies Act, 2013.
- iv. Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during her said tenure, the Company has no profits or its profits are inadequate, the Company will pay to her as minimum monthly remuneration the salary mentioned in (i) and the perquisites mentioned in (ii) above, however not exceeding the limits specified under Section II of Part II of Schedule V of the Act and she shall not be entitled to any commission.



RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation in the provisions relating to the payment of remuneration to the managerial persons or to Schedule V of the Act, the Board of Directors be and are hereby authorized to vary or increase the remuneration within the prescribed limits.

RESOLVED FURTHER THAT Smt.V.Kiran Rao be and is hereby authorized to exercise such powers of management, as may be delegated to her by the Board of the Company, from time to time, subject however to the overall superintendence, control and direction of the Board.

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
61	45761829	99.97

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
7	13800	0.03

Invalid Votes:

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



Special Business**Item No.7****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 SRR Associates, Cost Accountants, Chennai (FRN 000992) for conducting the audit of cost records of the Company for the financial year ending 31st March 2018.”

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
66	45773429	99.995

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
2	2200	0.005

Invalid Votes:

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

Place: Chennai
Date: 16.09.2017

For V. Mahesh & Associates
Company Secretaries



V. Mahesh
Practicing Company Secretary

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 22nd Annual General Meeting,
K.C.P. Sugar and Industries Corporation Limited,
Ramakrishna Building, New No.239 (Old No.183)
Anna Salai, Chennai-600 006

Dear Sir,

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

I, V. Mahesh, Practicing Company Secretary of V. Mahesh & Associates, have been appointed by the Board of Directors of K.C.P.Sugar and Industries Corporation Limited as a Scrutinizer for the purpose of scrutinizing the e-voting process and 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 22nd 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 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 Tuesday, the 12th day of September, 2017 (09.00 a.m. IST) to Thursday, the 14th day of September, 2017 (05.00 p.m. IST). We further confirm that e-voting facility was closed at 05.00 P.M on the 14th day of September, 2017.
- II. The Members of the Company as on the "**Cut-off date**" (08th day of September, 2017) 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, 2017 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
51	45669966	99.995

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
3	2255	0.005

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
52	45670021	99.995

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
2	2200	0.005

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.Irmgard Velagapudi (DIN: 00091370), 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
49	45660421	99.97

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
5	11800	0.03

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 Companies (Audit & Auditors) Rules, 2014, and pursuant to the recommendations of the Audit Committee, M/s. Suri & Siva, Chartered Accountants (Firm’s Regn.No.004284S), be appointed as Statutory Auditors of the Company in place of retiring Auditors, M/s. B.Purushottam & Co., Chartered Accountants (Firm Regn.No.002808S) to hold office from the conclusion this 22nd Annual General Meeting till the conclusion of 27th Annual General Meeting (AGM) to be held in the year 2022, subject to ratification by members at every AGM, 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 the 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
51	45670020	99.995

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
2	2200	0.005

Invalid Votes:

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



Special Business

Item No.5

Ordinary Resolution:

“**RESOLVED** that Shri. K.R. Adivarahan be and is hereby appointed as an Independent Director of the Company pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, (the “Act”) read with schedule IV of the Companies Act, 2013, and Article 110 of the Articles of Association of the Company, to hold office of the Director for a period of five years from the conclusion of 22nd Annual General meeting till the conclusion of 27th Annual General meeting, not liable to retire by rotation during the said tenure.”

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
50	45668621	99.99

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
4	3600	0.01

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 pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, and Article 147 and 148 of the Articles of Association of the Company, the reappointment of Smt.V. Kiran Rao be and is hereby reappointed as Executive Director of the Company, for a period of five years i.e. from 29th July 2017 to 28th July, 2022, not liable to retire by rotation and on the terms and conditions as to remuneration, recommended by the Board, as hereunder:

- i. Salary: Rs.3,00,000/- (Rupees three lakhs only) per month, within the ceiling prescribed under section 196, 197 and 198, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013.
- ii. Perquisites: Provision of car with driver for use on Company’s business and telephone at the residence and cell phone (including payment for local calls and long distance official calls). Personal long distance calls on telephone and use of car for private purposes shall be charged to the Executive Director; Rent free furnished residential accommodation; Personal accident insurance; Contribution to provident fund and gratuity; Electricity to be valued as per Income Tax Rules. These perquisites shall be in accordance with the Company’s practice, rules and regulations in force, from time to time as may be applicable to her.
- iii. Commission: Remuneration by way of commission on net profits in addition to salary such that the amount of salary and commission in aggregate is subject to an overall ceiling of 3 % of the net profits of the Company in a particular financial year as laid down in Section 198 , 197 and 198 read with Sch.V of the Companies Act, 2013.
- iv. Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during her said tenure, the Company has no profits or its profits are inadequate, the Company will pay to her as minimum monthly remuneration the salary mentioned in (i) and the perquisites mentioned in (ii) above, however not exceeding the limits specified under Section II of Part II of Schedule V of the Act and she shall not be entitled to any commission.



RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation in the provisions relating to the payment of remuneration to the managerial persons or to Schedule V of the Act, the Board of Directors be and are hereby authorized to vary or increase the remuneration within the prescribed limits.

RESOLVED FURTHER THAT Smt.V.Kiran Rao be and is hereby authorized to exercise such powers of management, as may be delegated to her by the Board of the Company, from time to time, subject however to the overall superintendence, control and direction of the Board.

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
47	45658421	99.97

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
7	13800	0.03

Invalid Votes:

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



Special Business**Item No.7****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 Director’s 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 2018.”

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
52	45670021	99.995

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
2	2200	0.005

Invalid Votes:

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

Place: Chennai
Date: 16.09.2017

**For V. Mahesh & Associates,
Company Secretaries**



V. Mahesh
Practicing Company Secretary

MGT-13
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 22nd Annual General Meeting,
K.C.P.Sugar and Industries Corporation Limited,
Ramakrishna Building, New No.239 (Old No.183),
Anna Salai, Chennai-600 006

Dear Sir,

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

I, V. Mahesh, Practicing Company Secretary of V. Mahesh & Associates, have been appointed by the Board of Directors of K.C.P.Sugar and Industries Corporation Limited as a Scrutinizer for the purpose of scrutinizing the 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 my representative authorised by me vide letter dated 07.09.2017 (hereinafter referred to as "representative") in presence of the members and proxies.
2. The locked ballot box was subsequently opened by my representative 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 (Integrated Registry Management Services Private 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, 2017 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
14	103408	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
	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
14	103408	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
NIL	



Item No.3

Ordinary Resolution:

To appoint a Director in place of Smt.Irmgard Velagapudi (DIN: 00091370), 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
13	100408	97.10

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
1	3000	2.90

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 Companies (Audit & Auditors) Rules, 2014, and pursuant to the recommendations of the Audit Committee, M/s. Suri & Siva, Chartered Accountants (Firm’s Regn.No.004284S), be appointed as Statutory Auditors of the Company in place of retiring Auditors, M/s. B.Purushottam & Co., Chartered Accountants (Firm Regn.No.002808S) to hold office from the conclusion this 22nd Annual General Meeting till the conclusion of 27th Annual General Meeting (AGM) to be held in the year 2022, subject to ratification by members at every AGM, 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 the 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
14	103408	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
NIL	



Special Business

Item No.5

Ordinary Resolution:

“RESOLVED that Shri. K.R. Adivarahan be and is hereby appointed as an Independent Director of the Company pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, (the “Act”) read with schedule IV of the Companies Act, 2013, and Article 110 of the Articles of Association of the Company, to hold office of the Director for a period of five years from the conclusion of 22nd Annual General meeting till the conclusion of 27th Annual General meeting, not liable to retire by rotation during the said tenure.”

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
13	100408	97.10

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
1	3000	2.90

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 pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, and Article 147 and 148 of the Articles of Association of the Company, the reappointment of Smt.V. Kiran Rao be and is hereby reappointed as Executive Director of the Company, for a period of five years i.e. from 29th July 2017 to 28th July, 2022, not liable to retire by rotation and on the terms and conditions as to remuneration, recommended by the Board, as hereunder:

- i. Salary: Rs.3,00,000/- (Rupees three lakhs only) per month, within the ceiling prescribed under section 196, 197 and 198, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013.
- ii. Perquisites: Provision of car with driver for use on Company’s business and telephone at the residence and cell phone (including payment for local calls and long distance official calls).Personal long distance calls on telephone and use of car for private purposes shall be charged to the Executive Director; Rent free furnished residential accommodation; Personal accident insurance; Contribution to provident fund and gratuity; Electricity to be valued as per Income Tax Rules. These perquisites shall be in accordance with the Company’s practice, rules and regulations in force, from time to time as may be applicable to her.
- iii. Commission: Remuneration by way of commission on net profits in addition to salary such that the amount of salary and commission in aggregate is subject to an overall ceiling of 3 % of the net profits of the Company in a particular financial year as laid down in Section 198 , 197 and 198 read with Sch.V of the Companies Act, 2013.
- iv. Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during her said tenure, the Company has no profits or its profits are inadequate, the Company will pay to her as minimum monthly remuneration the salary mentioned in (i) and the perquisites mentioned in (ii) above, however not exceeding the limits specified under Section II of Part II of Schedule V of the Act and she shall not be entitled to any commission.



RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation in the provisions relating to the payment of remuneration to the managerial persons or to Schedule V of the Act, the Board of Directors be and are hereby authorized to vary or increase the remuneration within the prescribed limits.

RESOLVED FURTHER THAT Smt.V.Kiran Rao be and is hereby authorized to exercise such powers of management, as may be delegated to her by the Board of the Company, from time to time, subject however to the overall superintendence, control and direction of the Board.

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
14	103408	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
	NIL



Special Business

Item No.7

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 SRR Associates, Cost Accountants, Chennai (FRN 000992) for conducting the audit of cost records of the Company for the financial year ending 31st March 2018.”

Voted in favour of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
14	103408	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
NIL	

Place: Chennai
Date: 16.09.2017

**For V. Mahesh & Associates,
Company Secretaries**



V. Mahesh
Practicing Company Secretary