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SCRUTINIZER REPORT

To
The Executive Chairman
M/s. THE KCP LIMITED
RAMAKRISHNA BUILDINGS
NO.2, DR.P.V.CHERIAN CRESCENT
EGMORE, CHENNAI 600 008

Dear Sir,

1. The Board of Directors of M/s. THE KCP LIMITED at its meeting held on 12.11.2018, had appointed me as a Scrutinizer for scrutinizing the postal ballot including e-voting process in a fair and transparent manner pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and as amended from time to time for resolution set out in the Postal Ballot Notice dated 12th November 2018.

2. I hereby submit my report as under:

(i) The company had completed on 24.11.2018 the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 16.11.2018.

(ii) The Company published advertisements relating to dispatch of postal ballot forms / e-mails in Business Line (English) and Dinamani (Tamil) newspapers on 26.11.2018.

(iii) The members of the Company as on the "cut-off" date i.e. 16.11.2018 were entitled to vote on the resolution through physical postal ballot forms or E-Voting platform provided by National Securities Depository Limited (NSDL).

(iv) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.

(v) The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.

(vi) The postage prepaid business reply envelopes were opened on 24.12.2018 after the closing hours in my presence and the votes cast through e-voting were unblocked after the completion of E-voting process at 7.00 P.M. on 24.12.2018, in the presence of 2 witnesses, Mr. Balu Sridhar and Mr. Pankaj Mehta, who are not in the employment of Company.



(vii) The votes cast through postal ballot forms and e-voting platform were scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company / list of beneficiaries as on 16.11.2018.

(viii) All postal ballot forms received up to the close of working hours on 24.12.2018, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.

(ix) Envelopes containing postal ballot forms received after closing hours on 24.12.2018 were not considered for my scrutiny. Such envelopes aggregate to 7 .

(x) Envelopes containing postal ballot forms returned undelivered aggregated to 2418.

(xi) 7 shareholders holding 57,430 shares as on the Cut-off date i.e. 16.11.2018 had cast vote for 4928 shares in the postal ballot form for Resolution No.1. The no of votes for the purpose of this report had been restricted to 4928 shares

(xii) 8 shareholders holding 57,555 shares as on the Cut-off date i.e. 16.11.2018 had cast vote for 4698 shares in the postal ballot form for Resolution No.2. The no of votes for the purpose of this report had been restricted to 4698 shares

(xiii) A shareholder holding 29 shares as on the Cut-off date i.e. 16.11.2018 had cast vote for 14 shares in the e-voting for Resolution No.1. The no of votes for the purpose of this report had been restricted to 14 shares

(xiv) A shareholder holding 29 shares as on the Cut-off date i.e. 16.11.2018 had cast vote for 15 shares in the e-voting for Resolution No.2. The no of votes for the purpose of this report had been restricted to 15 shares

(xv) I did not find any defaced or mutilated ballot paper.

3. The summary of votes cast through e-voting & postal ballot forms is given below:

Resolution 1: (Special)		Revision in Remuneration of Dr.V.L.Indira Dutt, Managing Director.					
		E-voting		Postal ballot forms		Total	
		Nos.	No of shares	Nos.	No of shares	Nos.	No of shares
1.	Total votes cast.	131	5,65,75,741	568	61,04,881	699	6,26,80,622
2.	Less Invalid votes	0	0	32	3,46,883	32	3,46,883
3.	Net valid votes	131	5,65,75,741	536	57,57,998	667	6,23,33,739
4.	Votes favoring the resolution.	92	5,65,42,867	450	56,49,083	542	6,21,91,950
5.	Votes against the resolution.	39	32,874	86	108,915	125	141,789

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* 3 shareholders holding 780 shares as on the cut-off date had abstained from voting in Resolution No.1 in Postal Ballot Form

* 2 shareholders holding 550 shares as on the cut-off date had abstained from voting in Resolution No.1 in E-voting

% of votes in favor of the resolution : 99.77%
% of votes against the resolution : 0.23%

Resolution 2: (Special)		Revision in Remuneration of Smt V. Kavitha Dutt, Jt. Managing Director					
		E-voting		Postal ballot forms		Total	
		Nos.	No of shares	Nos.	No of shares	Nos.	No of shares
1.	Total votes cast.	133	5,65,76,292	545	60,89,216	678	6,26,65,508
2.	Less Invalid votes	0	0	32	3,46,883	32	3,46,883
3.	Net valid votes	133	5,65,76,292	513	57,42,333	646	6,23,18,625
4.	Votes favoring the resolution.	91	5,65,26,068	427	56,33,418	518	6,21,59,486
5.	Votes against the resolution.	42	50,224	86	108,915	128	1,59,139

* 26 shareholders holding 16,090 shares as on the cut-off date had abstained from voting in Resolution No.1 in Postal Ballot form

% of votes in favor of the resolution : 99.74%
% of votes against the resolution : 0.26%

4. Reasons for invalid votes

S.No	Grounds For Rejection	No. of Ballot Papers	No. of Equity Shares
1.	Ballot paper not signed	13	335636
2.	Assent or Dissent not mentioned in Ballot paper	11	2512
3.	Both assent and dissent mentioned in Ballot paper	5	1635
4.	Resolution / Authorization letter not available	2	7000
5.	Duplicate voting	1	100
	TOTAL	32	346,883

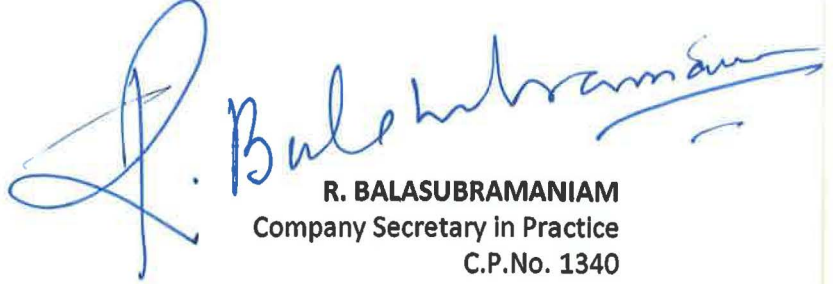
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5. The postal ballot forms and other related papers / registers and records will be handed over for safe custody to the Joint Managing Director/ Company Secretary authorized by the Board to supervise the postal ballot process.

6. You may accordingly declare the result of the voting by Postal ballot.

Thanking you,

Place: Chennai
Date: 26.12.2018



R. BALASUBRAMANIAM
Company Secretary in Practice
C.P.No. 1340