

Revised  
FOR THE K.C.P. LIMITED

V.L. Durai

Chairman & Managing Director

**R. BALASUBRAMANIAM**  
B.A., B.L., F.C.S  
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**CONSOLIDATED SCRUTINIZER REPORT FOR E-VOTING & POLL  
FOR M/s. THE K.C.P. LIMITED**

To,  
The Chairman,  
73<sup>RD</sup> Annual General Meeting of The K.C.P. Limited  
"Ramakrishna Building",  
2, Dr. P.V. Cherian Crescent,  
Egmore, Chennai - 600 008.

**Sub: Passing of resolution through electronic AND poll conducted at the 73<sup>rd</sup> AGM of THE K.C.P. LIMITED held on August 11<sup>th</sup>, 2014.**

The Board of Directors the Company, at its meeting held on May 22, 2014 had appointed me as Scrutinizer to scrutinize the voting process in a fair and transparent manner. The e-voting was held between August 4, 2014 at 09.00 A.M to August 6, 2014 at 6.00 P.M and the poll was conducted on 73<sup>rd</sup> AGM of the Company held on August 11, 2014.

The Company had appointed National Securities Depository Limited., (NSDL) as the Service Provider, for extending the Facility of electronic voting to the shareholders of the Company from Monday August 4, 2014 09:00 A.M till Wednesday August 6, 2014 6:00 P.M. The e-voting results were unblocked by me after the completion of E-voting on August 6<sup>th</sup>, 2014 in the presence of two witnesses. For further details, refer my Scrutinizer's report dated August 7, 2014 attached herewith.

At the 73<sup>rd</sup> AGM of the Company held on August 11<sup>th</sup> 2014, the Chairman of the Company had suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.

The result of the E-voting together with that of the Poll is as under:

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**Item No.1 (Ordinary Resolution):** To receive, consider and adopt the Audited Financial Statements of the Company (Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date) together with the Reports of the Board of Directors and the Auditors thereon.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	59,37,315	9.1637	250	0.0004
Poll	5,88,53,836	90.8359	10	0.0000
<b>TOTAL</b>	<b>6,47,91,151</b>	<b>99.9996</b>	<b>260</b>	<b>0.0004</b>

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

**Item No.2 (Ordinary Resolution):** To declare dividend on 12% Redeemable, Cumulative, Non-convertible Preference shares of Rs.10/- each and to confirm the Interim Dividend paid.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	59,37,315	9.1637	250	0.0004
Poll	5,88,54,040	90.8359	10	0.0000
<b>TOTAL</b>	<b>6,47,91,355</b>	<b>99.9996</b>	<b>260</b>	<b>0.0004</b>

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

**Item No.3 (Ordinary Resolution):** To declare Dividend of Re. 0.10 per share (10%) on Equity shares of Re.1/- each for the financial year 2013-2014.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	59,37,315	9.1637	250	0.0004
Poll	5,88,51,790	90.8324	2,260	0.0035
<b>TOTAL</b>	<b>6,47,89,105</b>	<b>99.9961</b>	<b>2,510</b>	<b>0.0039</b>

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.



**Item No.4 (Ordinary Resolution):** To appoint a Director in the place of Sri. V.Gandhi, Technical Director of the Company who retires by rotation and, being eligible, offers himself for re-appointment.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	59,37,315	9.1637	250	0.0004
Poll	5,88,53,836	90.8359	10	0.0000
TOTAL	6,47,91,151	99.9996	260	0.0004

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

**Item No.5 (Ordinary Resolution):** To appoint auditors and to fix their remuneration.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	59,37,315	9.1637	250	0.0004
Poll	5,04,15,248	77.8114	84,38,802	13.0245
TOTAL	5,63,52,563	86.9751	84,39,052	13.0249

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

**Item No.6 (Ordinary Resolution):** To appoint Sri O.Swaminatha Reddy as Independent Director for a term of 5 years.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	59,37,315	9.1637	250	0.0004
Poll	5,04,15,248	77.8114	84,38,802	13.0245
TOTAL	5,63,52,563	86.9751	84,39,052	13.0249

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

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**Item No.7 (Ordinary Resolution):** To appoint Sri V.H. Ramakrishnan as an Independent Director for a term of 5 years.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	59,37,315	9.1637	250	0.0004
Poll	5,88,54,040	90.8359	10	0.0000
<b>TOTAL</b>	<b>6,47,91,355</b>	<b>99.9996</b>	<b>260</b>	<b>0.0004</b>

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

**Item No.8 (Ordinary Resolution):** To appoint Sri Vijaysankar as an Independent Director for a term of 5 years.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	59,37,110	9.1634	250	0.0004
Poll	5,88,54,040	90.8362	10	0.0000
<b>TOTAL</b>	<b>6,47,91,150</b>	<b>99.9996</b>	<b>260</b>	<b>0.0004</b>

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

**Item No.9 (Ordinary Resolution):** To appoint Sri P.S. Kumar as an Independent Director for a term of 5 years.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	59,37,110	9.1634	250	0.0004
Poll	5,88,54,040	90.8362	10	0.0000
<b>TOTAL</b>	<b>6,47,91,150</b>	<b>99.9996</b>	<b>260</b>	<b>0.0004</b>

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

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**Item No.10 (Ordinary Resolution):** To appoint Sri M. Narasimhappa as an Independent Director for a term of 5 years.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	59,37,115	9.1634	250	0.0004
Poll	5,88,54,040	90.8362	10	0.0000
<b>TOTAL</b>	<b>6,47,91,155</b>	<b>99.9996</b>	<b>260</b>	<b>0.0004</b>

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

**Item No.11 (Ordinary Resolution):** To approve the Remuneration of the Cost Auditors.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	59,37,110	9.1634	250	0.0004
Poll	5,88,54,040	90.8362	10	0.0000
<b>TOTAL</b>	<b>6,47,91,150</b>	<b>99.9996</b>	<b>260</b>	<b>0.0004</b>

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

**Item No.12 (Special Resolution):** Adoption of new set of Articles of Association of the company.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	59,37,110	9.1634	250	0.0004
Poll	5,88,54,040	90.8362	10	0.0000
<b>TOTAL</b>	<b>6,47,91,150</b>	<b>99.9996</b>	<b>260</b>	<b>0.0004</b>

The votes cast in FAVOUR of the resolution is Three Times more than the votes cast AGAINST, the resolution is passed as a SPECIAL RESOLUTION.

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**Item No.13 (Special Resolution):** Acceptance of deposits from Members and/or Public.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	59,37,115	9.1634	250	0.0004
Poll	5,88,54,040	90.8362	10	0.0000
<b>TOTAL</b>	<b>6,47,91,155</b>	<b>99.9996</b>	<b>260</b>	<b>0.0004</b>

The votes cast in FAVOUR of the resolution is Three Times more than the votes cast AGAINST, the resolution is passed as a SPECIAL RESOLUTION.

**Item No.14 (Special Resolution):** Borrowing Powers under section 180(1)(c) of Companies Act, 2013.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	59,37,110	9.1634	250	0.0004
Poll	5,88,54,040	90.8362	10	0.0000
<b>TOTAL</b>	<b>6,47,91,150</b>	<b>99.9996</b>	<b>260</b>	<b>0.0004</b>

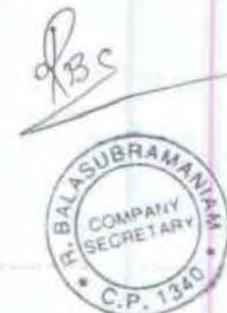
The votes cast in FAVOUR of the resolution is Three Times more than the votes cast AGAINST, the resolution is passed as a SPECIAL RESOLUTION.

**Item No.15 (Special Resolution):** Mortgage / Charge of assets of the company under section 180(1)(a) of Companies Act, 2013.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	59,37,110	9.1636	250	0.0004
Poll	5,88,53,140	90.8360	10	0.0000
<b>TOTAL</b>	<b>6,47,90,250</b>	<b>99.9996</b>	<b>260</b>	<b>0.0004</b>

The votes cast in FAVOUR of the resolution is Three Times more than the votes cast AGAINST, the resolution is passed as a SPECIAL RESOLUTION.

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R. BALASUBRAMANIAM  
COMPANY SECRETARY  
C.P. 1340

**Item No.16 (Special Resolution):** Amendment to Situation clause and Liability clauses of the Memorandum of Association of the Company.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	59,37,110	9.1636	250	0.0004
Poll	5,88,53,140	90.8360	10	0.0000
TOTAL	6,47,90,250	99.9996	260	0.0004

The votes cast in FAVOUR of the resolution is Three Times more than the votes cast AGAINST, the resolution is passed as a SPECIAL RESOLUTION.

**Item No.17\*\* (Special Resolution):** Transactions with Related parties under section 188 of the Companies Act, 2013.

Vote cast through	Votes in favor of the resolution		Votes against the resolution	
	No	%	No	%
E Voting	59,37,115	41.2299	250	0.0017
Poll	84,62,636	58.7683	10	0.0001
TOTAL	1,43,99,751	99.9982	260	0.0018

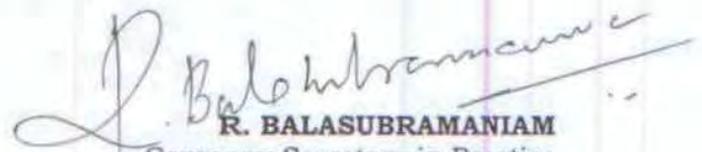
The votes cast in FAVOUR of the resolution is Three Times more than the votes cast AGAINST, the resolution is passed as a SPECIAL RESOLUTION.

\*\* Promoters and their relatives have abstained from voting wrt Item No.17 i.e. Transaction with related parties.

- 2 poll papers totaling 501 shares have been treated as Invalid during my verification.

I hereby confirm that, I'm maintaining the Registers received from the Registrar and Share Transfer Agent electronically, in respect of the votes cast through E-Voting and Poll by the shareholders of the Company.

Place: Chennai  
Date: 11.08.2014

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

