

R. BALASUBRAMANIAM
B.A., B.L., F.C.S
Company Law Consultant
Email id: balu_comsec@yahoo.com
Contact No: 044 - 26269826

"J", Block, Second Street,
Door No 27, Flat No A2,
Anna Nagar East,
Chennai- 600102

SCRUTINIZER REPORT

To
The Executive Chairman
M/s. THE K C P LIMITED
Ramakrishna Buildings
No.2, Dr P V Cherian Crescent,
Egmore, Chennai – 600008

Dear Sir,

Sub: Scrutinizer's Report on e-voting and Postal Ballot process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules 2014

1. The Board of Directors of **M/s. THE K C P LIMITED** at its meeting held on 13.02.2019 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 13th February, 2019.

2. I hereby submit my report as under:

(i) The company had completed on 22.02.2019 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 15.02.2019.

(ii) The Company published advertisements relating to dispatch of postal ballot forms / e-mails in Business Line (English) and Dinamani (Tamil) newspapers on 23.02.2019.

(iii) The members of the Company as on the "cut-off" date i.e. 15.02.2019 were entitled to vote on the resolution through physical postal ballot forms or E-Voting platform provided by National Securities Depository Limited (NSDL).

(iv) The Postal Ballot voting (including e-voting) commenced on Saturday, 23rd February, 2019 (9.00 A.M.) and ended on Monday, 25th March, 2019 (5.00 P.M.).

(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 25.03.2019 after the closing hours in my presence and the votes cast through e-voting were unblocked after the completion of E-voting process at 06.00 P.M. on 25.03.2019, in the presence of 2 witnesses, Mr. Balu Sridhar and Ms. Manasi Rao, who are not in the employment of Company.

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

(viii) 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 15.02.2019.

(ix) All postal ballot forms received up to the close of working hours on 25.03.2019, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.

(x) Envelopes containing postal ballot forms received after closing hours on 25.03.2019 were not considered for my scrutiny. Such envelopes aggregate to 6 (Six).

(xi) Envelopes containing postal ballot forms returned undelivered aggregated to 2,397.

(xii) A shareholder holding 300 shares as on the Cut-off date i.e. 15.02.2019 had casted vote for 400 shares in the postal ballot form in Resolution no.1. The no. of votes for the purpose of this report had been restricted to 300 shares.

(xiii) 6 shareholders holding 4,750 shares as on the cut-off date had voted only for 1,665 shares for Resolution No.1 in the Postal Ballot Form. The no of votes for the purpose of this report is restricted to 1,665 shares.

(xiv) 6 shareholders holding 4,750 shares as on the cut-off date had voted only for 2,023 shares for Resolution No.2 in the Postal Ballot Form. The no of votes for the purpose of this report is restricted to 2,023 shares.

(xv) 7 shareholders holding 4,900 shares as on the cut-off date had voted only for 1,367 shares for Resolution No.3 in the Postal Ballot Form. The no of votes for the purpose of this report is restricted to 1,367 shares.

(xvi) 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)		Approval for continuation of current term of Sri. O. Swaminatha Reddy as Director of the Company					
		E-voting		Postal ballot forms		Total	
		Nos.	No. of shares	Nos.	No. of shares	Nos.	No. of shares
1.	Total votes cast	133	5,96,68,910	538	55,98,401	671	6,52,67,311
2.	Less: Invalid votes	0	0	19	9,018	19	9,018
3.	Net valid votes	133	5,96,68,910	519	55,89,383	652	6,52,58,293

4.	Total votes favoring the resolution.	120	5,96,50,041	433	54,21,796	553	6,50,71,837
5.	Total votes against the resolution.	13	18,869	46	92,479	59	1,11,348

**39 shareholders holding 68,273 shares as on the cut-off date had abstained from voting in Resolution No.1 in Postal Ballot form.*

**1 shareholder holding 3,750 shares as on the cut-off date has exercised his voting right for 750 shares and had abstained from voting in Resolution No.1 in Postal Ballot form.*

% of votes in favor of the resolution : 99.83%

% of votes against the resolution : 0.17%

Resolution 2: (Special)		Approval for continuation of current term of Sri. V.H. Ramakrishnan as Director of the Company.					
		E-voting		Postal ballot forms		Total	
		Nos.	No. of shares	Nos.	No. of shares	Nos.	No. of shares
1.	Total votes cast.	133	5,96,68,910	538	55,98,401	671	6,52,67,311
2.	Less: Invalid votes	0	0	19	9,018	19	9,018
3.	Net valid votes	133	5,96,68,910	519	55,89,383	652	6,52,58,293
4.	Total votes favoring the resolution.	119	5,96,58,793	423	54,54,884	542	6,51,13,677
5.	Total votes against the resolution.	14	10,117	44	55,502	58	65,619

**51 shareholders holding 72,520 shares as on the cut-off date had abstained from voting in Resolution No.2 in Postal Ballot form.*

**1 shareholder holding 3,750 shares as on the cut-off date has exercised his voting right for 2,500 shares and had abstained from voting in Resolution No.2 in Postal Ballot form.*

% of votes in favor of the resolution : 99.89%

% of votes against the resolution : 0.11%

Resolution 3: (Special)		Approval for continuation of current term of Sri. P.S. Kumar as Director of the Company					
		E-voting		Postal ballot forms		Total	
		Nos.	No. of shares	Nos.	No. of shares	Nos.	No. of shares
1.	Total votes cast.	132	5,96,68,165	538	55,98,401	670	65,26,65,66
2.	Less: Invalid votes	0	0	19	9,018	19	9,018
3.	Net valid votes	132	5,96,68,165	519	55,89,383	651	6,52,57,548
4.	Total votes favoring the resolution.	116	5,96,41,133	424	54,60,907	540	6,51,02,040

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5.	Total votes against the resolution.	16	27,032	42	55,265	58	82,297
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**52 shareholders holding 65,928 shares as on the cut-off date had abstained from voting in Resolution No.3 in Postal Ballot form.*

**1 shareholder holding 3,750 shares as on the cut-off date has exercised his voting right for 500 shares and had abstained from voting in Resolution No.3 in Postal Ballot form.*

**1 Shareholder holding 745 Shares as on the cut-off date had abstained from voting in Resolution No.3 in E-Voting.*

% of votes in favor of the resolution : 99.87%
% of votes against the resolution : 0.13%

4. Reasons for invalid votes

S. No	Grounds For Rejection	No. of Ballot Papers	No. of Equity Shares
1.	Ballot paper not signed	13	4,063
3.	Both Assent and Dissent is mentioned in Ballot paper	1	350
4.	Resolution / Authorization Letter not available	3	4,500
5.	Duplicate voting	2	105
	TOTAL	19	9,018

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: 27.03.2019



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