

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 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 14.02.2018, 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 14th February 2018.

2. I hereby submit my report as under:

(i) The company had completed on 03.05.2018 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 27.04.2018.

(ii) The Company published advertisements relating to dispatch of postal ballot forms / e-mails in Business Line (English) and Dinamani (Tamil) newspapers on 04.05.2018.

(iii) The members of the Company as on the "cut-off" date i.e. 27.04.2018 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 02.06.2018 after the closing hours in my presence and the votes cast through e-voting were unblocked after the completion of E-voting process at 10.20 A.M. on 04.06.2018, 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 27.04.2018.

(viii) All postal ballot forms received up to the close of working hours on 02.06.2018, 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 02.06.2018 were not considered for my scrutiny. Such envelopes aggregate to 25 (Twenty Five).

(x) Envelopes containing postal ballot forms returned undelivered aggregated to 2419.

(xi) A shareholder holding 65500 shares as on the Cut-off date i.e. 27.04.2018 had cast vote for 63500 shares in the postal ballot form. The no of votes for the purpose of this report had been restricted to 63500 shares

(xii) A shareholder holding 532 shares as on the Cut-off date i.e. 27.04.2018 had cast vote for 582 shares in the postal ballot form. The no of votes for the purpose of this report had been restricted to 532 shares

(xii) 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: (Ordinary)		Appointment of Sri. Ravi Chitturi as Chief Operating Officer.					
		E-voting		Postal ballot forms		Total	
		Nos.	No of shares	Nos.	No of shares	Nos.	No of shares
1.	Total votes cast.	114	46,11,906	499	66,78,371	613	1,12,90,277
2.	Less Invalid votes	2	1,56,710	31	56,77,982	33	58,34,692
3.	Net valid votes	112	44,55,196	468	10,00,389	580	54,55,585
4.	Total votes favoring the resolution.	105	44,51,565	454	9,98,780	559	54,50,345
6.	Total votes against the resolution.	7	3,631	14	1,609	21	5,240

% of votes in favor of the resolution : 99.90

% of votes against the resolution : 0.10

Reasons for invalid votes

a. A shareholder holding 14,980 shares as on the cutoff date had not signed the ballot paper.

b. 28 shareholders holding 90,330 shares in aggregate as on the cutoff date have not casted their votes in Postal ballot form.

c. Four shareholders interested in the resolution and holding 5729382 shares in aggregate as on the cutoff date have participated in the e-voting and postal ballot form. The votes cast by them has been treated as Invalid.

4. The Directors / Members / KMP who are considered as interested in the Resolution have not participated in the voting except four share holders whose votes have been treated as Invalid.

5. The postal ballot forms and other related papers / registers and records will be handed over for safe custody to the Managing Director/ Whole Time Director 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: 05.06.2018



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

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

Dear Sir,

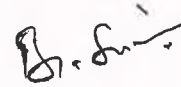
Sub: Witness - Electronic Voting

As per Rule 20 of Companies (Management and Administration) Rules, 2014, and as amended from time to time, the E-voting results of M/s. THE KCP LIMITED were unblocked after the conclusion of the voting hours as prescribed in the Postal Ballot Notice dated 14.02.2018 at 10.20 A.M. on 04.06.2018 in the presence of the following two witnesses;

NAME & ADDRESS OF WITNESS

SIGNATURE

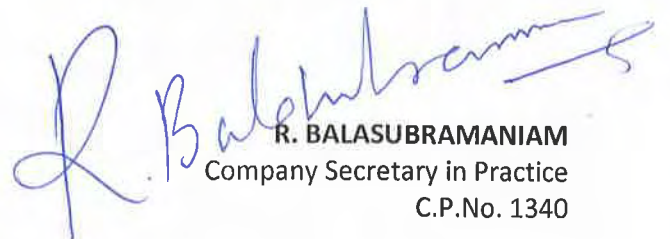
1. Mr. BALU SRIDHAR
No.2, Raja Annamalai Road,
Puraswalkam, Chennai – 600084



2. Mr. PANKAJ MEHTA
No.2, Raja Annamalai Road,
Puraswalkam, Chennai – 600084



Place: Chennai
Date: 05.06.2018



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