

KANCHI KARPOORAM LIMITED
(CIN : L30006TN1992PLC022109)
Regd. Office: Parandur Road, Enathur Village, Kaparipettai
Post, Kanchipuram – 631 552 Phone No.: 044 – 26401914

ASSENT / DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

1. Name & Registered Address
of the sole / first named Member:

2. Name(s) of the Joint-Holder(s), if any :

3. i) Registered Folio No.:

- ii) DP ID No. & Client ID No.:

- (Applicable to Members holding shares in
dematerialised form)

4. Number of Share(s) held:

5. I / We hereby exercise my / our vote in respect of the following resolutions to be
passed for the business stated in the Notice of the Annual General Meeting dated 27th
September, 2018, by conveying my / our assent or dissent to the resolutions by placing
tick () mark in the appropriate box below:

Resolutions	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
Ordinary Business			
1	Ordinary resolution for adoption of Audited Standalone Financial Statements for the Financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.		
2	Ordinary resolution to declare a dividend of Rs.2.00/- per share on equity shares for the year ended 31st March, 2018.		
3	Ordinary resolution to re-appoint Mrs. Pushpa S Jain (DIN: 06939054), who retires by rotation and being eligible offers herself for re-appointment.		
Special Business			
4	Ordinary resolution to approve related party transaction with M/s Suresh Industries for sale, purchase or supply of any goods or materials for maximum amount not exceeding Rs.25 Crores (Rupees Twenty five Crores Only) per annum, M/s Ambika Industries for sale, purchase or supply of any goods or materials for maximum amount not exceeding Rs.1 Crore (Rupees One Crore Only) per annum and M/s Rahul Industries for sale, purchase or supply of any goods or materials for maximum amount not exceeding Rs.1 Crore (Rupees One Crore Only) per annum		
5	Ordinary resolution to ratify the remuneration payable to M/s. N. Sivashankaran & Co., Cost Accountants (FIRM REG NO.100662) who was appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the FY 2018-19, amounting to Rs. 50,000/- per annum plus applicable Goods and Service Tax and out-of-pocket expenses incurred in Connection with the aforesaid audit.		

6	<p>Special resolution to approve Payment of Commission Executive Directors of the Company as the Board of Directors may from time to time, determine, and that such remuneration including the Managerial Remuneration approved by the Shareholders of the Company under Section 197 read with Schedule V of the Companies Act,2013 shall not exceed 10% of the net profits of the Company in any financial year (computed in the manner provided in Section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and such payments shall be made out of the profits of the company for each year and an amount, by way of commission to the Non Executive Directors of the Company, in addition to sitting fees for attending the meetings of the Board of Directors or Committees thereof, reimbursement of expenses for participation in the Board and other meeting, as the Board of Directors may from time to time, determine, and that such remuneration shall not exceed 1% of the net profits of the Company in any financial year (computed in the manner provided in Section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and such payments shall be made out of the profits of the company for each year and subject to an individual limit of remuneration for each of the Non-Executive Directors.</p>			
7	<p>Ordinary resolution to increase the Authorised Capital from `Rs 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Rupees Fifty Lakhs only) equity shares of Rs 10/- each to `Rs 7,00,00,000/- (Rupees Seven Crores only) divided into 70,00,000 (Rupees Seventy Lakhs only) equity shares of Rs 10/- each</p>			

8	<p>Special resolution to amend the existing Clause V of Memorandum of Association of the Company by substituting following lines as mentioned here under:</p> <p>V. The Authorised Share Capital of the Company is Rs 7,00,00,000 (Rupees Seven Crores only) divided into 70,00,000 (Seventy Lakhs) equity shares of `10/- (Rupees Ten only) each." The Company shall have the power and authority to increase or decrease its capital and to classify the shares or to attach thereto any preferential or special rights, conditions and restrictions and to vary, modify any such rights, privileges or conditions whether in respect of dividend or payments of capital or both and generally on such terms as may be determined under the regulations of the Company for the time being.</p>			
9	<p>Special resolution to allot warrants, convertible to equity shares on preferential basis</p>			

PLACE:

DATE:

**SIGNATURE OF THE MEMBER
OR AUTHORISED REPRESENTATIVE**

Notes : (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.

(ii) Last date for receipt of Assent / Dissent Form: 20th September, 2018 (6.00 p.m. IST).

(iii) Please read the instructions attached herewith carefully before exercising your vote.

INSTRUCTIONS

General Instructions

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent in physical form. If a shareholder has opted for physical Assent / Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical Assent / Dissent Form and e-voting, then vote cast through e-voting shall be considered and vote cast through physical Assent / Dissent Form shall be treated as invalid.
2. The notice of Annual General Meeting is dispatched to the members whose names appear on the Register of Members as on 24th August, 2018 and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders as on the said date.
3. Voting through physical Assent / Dissent Form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.

Instructions for voting physically on Assent / Dissent Form

1. Members desiring to exercise vote by assent / dissent should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, M/s.P. Sriram & Associates, Practising Company Secretary at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e. 6 p.m. (IST) on Thursday, the 20th September, 2018. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. The Assent / Dissent Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Assent / Dissent Form should be accompanied by a certified copy of the relevant Board Resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (√) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.

5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent / Dissent Form for every Folio / Client ID irrespective of the number of joint holders.
7. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent / Dissent Form excepting giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
8. The Scrutinizer's decision on the validity of the Assent / Dissent Form will be final and binding.
9. Incomplete, unsigned or incorrectly ticked Assent / Dissent Forms will be rejected.