



CIN: L65991TN1941PLC001128

Registered Office: "Ramakrishna Buildings",
No. 2, Dr. P.V. Cherian Crescent, Egmore, Chennai - 600 008,
Ph: 66772600, Fax: 66772620, E-mail: investor@kcp.co.in, Website: www.kcp.co.in

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 74th Annual General Meeting of the company is scheduled to be held on Wednesday 12th August, 2015 at 10-25 AM at the Registered Office of the company at "Ramakrishna Buildings" No. 2, Dr. P.V. Cherian Crescent, Egmore, Chennai - 600008, to transact the following business:

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Financial statements for the year ended 31st March, 2015 together with the Reports of the Board of Directors and the Auditors thereon.
- 2) To declare Dividend of Re.0.75 per Equity share of Re. 1/- each (75%) for the financial year 2014-2015.
- 3) To appoint a Director in place of Smt. Kavitha Dutt Chitturi (DIN:00139274), Executive Director of the Company who retires by rotation and, being eligible, offers herself for re-appointment and for the said purpose to consider and if thought fit, to pass the following resolution with or without modification(s) as an **Ordinary Resolution**.

"RESOLVED THAT Smt. Kavitha Dutt Chitturi (DIN:00139274), Executive Director of the Company, who retires by rotation be and is hereby re-appointed as Director of the Company liable to retire by rotation".

- 4) To ratify the appointment of the Statutory Auditors of the Company, for the said purpose to consider and if thought fit, to pass the following resolution with or without modification(s) as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to Section 139 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014 M/s. Brahmayya & Co, Chartered Accountants, Vijayawada (Firm registration No.000513S) appointment as Statutory auditors of the company for the year 2015-16 be and is hereby ratified and their remuneration to be fixed by the Board of Directors on mutually agreed terms and conditions."

SPECIAL BUSINESS

- 5). **To ratify / confirm the Remuneration of the Cost Auditors for the year 2015-16**

To consider and if thought fit, to pass the following resolution with or without modification(s) as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions of the Companies Act, 2013 and Rules made there under, the remuneration payable to the Cost Auditors

appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, as set out in the Explanatory Statement annexed to the Notice convening this Meeting be and is hereby ratified and confirmed”.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6). Transactions with Related parties under section 188 of the Companies Act, 2013

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions if any, of the Companies Act, 2013 (the Act) and Rules made there under and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contracts and/or agreements with parties as detailed in table forming part of the explanatory statement annexed to the notice with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials services or property or appointment of such parties to any office or place of profit in the company, or its subsidiary or associate company or any other transactions of whatever nature for a period of 5 years.

“**FURTHER RESOLVED THAT** the Board of Directors of the company be and is hereby authorised to determine the actual sums to be involved in the transaction, to increase the value of the transactions (upto10%) and to finalise the terms and conditions including the period of transactions and all other matters arising out of or incidental to the proposed transactions and generally to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution”.

Notes:

1). An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.

2) **Proxies:**

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting.

A Proxy Form is annexed to this Report. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

3) Members/Proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.

- 4) The Annual Report of the company and other documents proposed to be sent through e-mail would also be made available on the Company's website at www.kcp.co.in
- 5) Register of Directors and key managerial personnel and their shareholding maintained under section 170 of the companies Act, 2013 will be available for inspection by the members at the meeting.
- 6) Register of contracts or arrangements in which directors and Key managerial personnel are interested. Maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the registered office of the Company.
- 7) Pursuant to the provisions of Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will remain closed from **6th August, 2015 to 12th August, 2015** (both days inclusive).
- 8) Dividend as recommended by the Board of Directors of the Company, if declared at the meeting, will be paid on or before 7th September, 2015.
- 9) Pursuant to the provisions of Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form 2B (which will be made available on request) to the Registrar and Share Transfer Agents.
- 10) Members must quote their Folio Number/ Demat Account number and contact details such as email address, contact number etc in all correspondence with the Company/Registrar and Share Transfer Agents.
- 11) As per the Circular No. MRD / Dop / Cir-05/2009 Dt. May 20, 2009 issued by the Securities Exchange Board of India (SEBI), it is mandatory to quote PAN for transfer/transmission of shares in physical form. Therefore the transferee(s)/ legal heirs are requested to furnish a copy of their PAN to the Registrar and Share Transfer Agents.
- 12) Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically by sending an e-mail with RTA (yuvraj@integratedindia.in) or with the Company (investor@kcp.co.in).
- 13) **E-Voting:**
 - (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting('remote e-voting').
 - (ii) The facility for voting through ballot shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through Ballot.
 - (iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

- (iv) The Company has engaged the services of National Securities Depository Limited (NSDL) as the Agency to provide e-voting facility.
- (v) The Board of Directors of the Company has appointed Sri. R. Balasubramaniam (FCS:2397), Company Secretary in practice as Scrutinizer to scrutinise the Ballot and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

(vi) Instructions and other information relating to remote e-voting:

A. In case a member receives an e-mail from NSDL [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:

- (i) Open e-mail and open PDF file viz; "The KCP Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: **www.evoting.nsdl.com**
- (iii) Click on Shareholder - Login.
- (iv) Insert user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active E-voting Cycles.
- (vii) Select "EVEN" of The KCP Limited.
- (viii) Now you are ready for e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "**Vote cast successfully**" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) For the votes to be considered valid, the institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at balu_comsec@yahoo.com with a copy marked to evoting@nsdl.co.in.
- (xiii) However, if you are already registered with NSDL for e-voting, you can use your existing User ID and password for casting your vote.
- (xiv) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

B. In case a member receives physical copy of the Notice by Post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:

- (i) Initial Password is provided, as follows, at the bottom of the Attendance Slip.

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

- (ii) Please follow the steps above, to cast your vote.
- (iii) The Remote e-voting period commences from 9.00 AM(IST) on 8th August, 2015 and ends on 5PM (IST) on 11th August, 2015.
- (iv) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by National Securities Depository Limited (NSDL) upon expiry of aforesaid period.
- (v) The Scrutinizer, after scrutinising the votes cast at the meeting (Ballot) and through remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.kcp.co.in and on the website of NSDL <https://www.evoting.nsdl.com>.
- (vi) The results shall simultaneously be communicated to the Stock Exchanges.
- (vii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 12th August, 2015.
- (viii) In case of any query pertaining to e-voting, please visit Help & FAQ's section available at NSDL website [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com).

14) Payment of dividend through ECS:

We recommend to our valued shareholders to make use of Electronic Clearing Services (ECS) / National Electronic Clearing Services (NECS Scheme) of Reserve Bank of India (RBI) for dividend payment. A shareholder availing this Scheme can receive dividend directly into his bank account and avoid hassles relating to handling of physical warrants besides elimination of risk of loss in postal transit/fraudulent encashment of warrants. In view of the conveniences which ECS/NECS offer, we request you to register the same by sending a duly signed request letter along with a cancelled cheque to our Registered office/ Registrar & Share Transfer Agents M/s Integrated Enterprises (India) Limited for shares held in physical form. In case shares are held in electronic form, the same may be registered with your Depository Participant (DP).

- 15) Members are requested to address all correspondences, including dividend matters to the Registrar & Share Transfer Agents, Integrated Enterprises (India) Limited, II Floor, "Kences Towers", No.1 Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600 017, Ph No. 44- 28140801-803, Fax No. 044-28142479, email : yuvraj@integratedindia.in.
- 16) Shareholders who have not yet en-cashed their dividend warrants for the years 2007-15 may approach the Company for Revalidation, issue of duplicate warrants etc quoting the Folio Number/Client ID. Please

note that as per Section 125 of the Companies Act 2013, dividend which remains unpaid / unclaimed over a period of 7 years has to be transferred by the Company to the Investor Education & Protection Fund (IEPF).

Information in respect of such unclaimed dividend when due for transfer (immediately) to the IEP Fund is given below:-

Financial Year	Type of Dividend	Dividend declaration date (AGM date / BM date for interim)	Due date for remittance to IEPF (7years)
2007-08	Final Dividend	25-Sep-08	25-Sep-15
2008 - 09	First interim Dividend	31-Jul-08	31-Jul-15
	Second interim Dividend	20-Oct-08	20-Oct-15
	Third interim Dividend	31-Jan-09	31-Jan-16
	Final Dividend	27-Jul-09	27-Jul-16
2009 - 10	First interim Dividend	17-Aug-09	17-Aug-16
	Second interim Dividend	29-Oct-09	29-Oct-16
	Third interim Dividend	28-Jan-10	28-Jan-17
	Final Dividend	28-Jul-10	28-Jul-17
2010-11	First interim Dividend	26-Aug-10	26-Aug-17
	Second Interim Dividend	27-Oct-10	27-Oct-17
	Third interim Dividend	24-Jan-11	24-Jan-18
	Final Dividend	27-Jul-11	27-Jul-18

- 17) Members seeking any information relating to the Accounts may write to the Company at "Ramakrishna Buildings" 2 Dr. P.V. Cherian Crescent, Egmore, Chennai-600008, Ph No.044-66772622, Fax No.044-66772620, email:investor@kcp.co.in, for the attention to Company Secretary at least seven days before the date of the Annual General Meeting.

18) All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered office of the Company during business hours between 11.00 a.m. and 1.00 p.m. Except in holidays up to and including the date of the Annual General Meeting of the Company.

For and on behalf of the Board of Directors

Place : Chennai
Date : 18th May, 2015

(V.L. DUTT)
Chairman and Managing Director

Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 annexed to and forming part of the Notice dated 18th May, 2015:

ITEM NO. 5

Ratification/Confirmation of the remuneration of the Cost Auditors:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016 on remuneration as set out in the table below:

Sl.No	Cost Auditor	Product	Audit fees
1.	M/s. Narasimha Moorthy & Co., Cost Accountants, Hyderabad	Cement	Rs. 3,50,000/- plus out-of pocket expenses.
2.	M/s. S. Mahadevan & Co, Cost Accountants, Chennai	Engineering	Rs. 1,50,000/- plus out-of pocket expenses.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors

Your Directors recommend the resolution for your approval.

None of the Directors, Key Managerial Persons of the Company and their relatives is/are concerned or interested in the resolution.

ITEM NO. 6

Approval of transactions with Related Parties:

The Company has got the approval of the shareholders in the 73rd Annual General Meeting of the company held on 11th August 2014 under Section 188(1) of the Companies Act, 2013 and rules made there under for entering into certain transactions with related parties as detailed in table below from serial number (1) – (12) by way of Special resolution;

Sl.No	Name of the Relate Party	Nature of relationship	Nature of the transaction	Value of the transaction
1.	KCP Vietnam Industries Limited	Subsidiary company	Sales and Services	Rs. 30 Crores
2.	Fives Cail KCP Limited	Joint Venture	Sales and Services	Rs. 40 Crores
3.	KCP Technologies Limited	Associate Company	Services	Rs. 50 Lakhs
4.	Fives Cail KCP Limited	Joint Venture	Lease Rental	Rs.75 Lakhs
5.	KCP Technologies Limited	Associate Company	Lease Rental	Rs.1.5 Lakhs
6.	V. Ramakrishna Sons Private Limited	Associate Company	Lease rentals	Rs.15000/-
7.	Smt. V.L. Indira Dutt	Joint Managing Director(JMD)	Lease rentals	Rs.75 Lakhs
8.	Smt. S R V Rajyalakshamma	Mother of JMD	Lease rentals	Rs. 15 Lakhs
9.	Smt. Uma. S. Vallabhaneni	Sister of JMD	Lease rentals	Rs. 85 Lakhs
10.	Smt. V. RamaKumari	Sister of JMD	Lease rentals	Rs.60 Lakhs
11.	Bala Tripurasundari Ammavaru Temple	JMD is Trustee	Lease rentals	Rs.80 Lakhs
12.	Sri. V. Chandrakumar	Brother of JMD	Lease rentals	Rs.50 Lakhs
13.	Smt. Kavitha Dutt Chitturi	Executive Director	Lease rentals	Rs. 10 Lakhs

The transaction in Serial No (13) is pertaining to lease agreement with Smt. Kavitha Dutt Chitturi entered with the prior approval of the Audit committee and the Board of Directors of the company, on the terms and conditions detailed below and was earlier approved by the shareholders for transactions in serial No (7) – (12):

- ❖ The lease rent will be 25% of the Annual Dead Rent payable to the Government or 25% of the Royalty payable to the Government whichever is higher.

The above agreement is in the best interest of the company as significant costs and other obligations are involved in availing lands on lease from the Government like:

At the end of the lease period -

- ❖ We have to surrender the land at the Present value computed earlier.
- ❖ We have to convert the same into water bodies while handing over.
- ❖ Other Legal requirements like filing of annual returns during the currency of the lease etc.

The Directors further seeks the approval of the shareholders to enable them to finalise the terms of the transactions like Value, Duration of the contract within the limits approved by the shareholders.

A copy of the draft agreements with said related parties setting out the terms and conditions is/are available for inspection without any fee to members at the Company's registered office during the normal business hours on working days up to the date of the AGM and will be placed on the website of the company www.kcp.co.in.

Your Directors recommend the resolution for your approval.

Except Dr. V.L. Dutt, Chairman & Managing Director, Smt. V.L. Indira Dutt, Joint Managing Director and Smt. Kavitha Dutt Chitturi, Executive Director of the company none of the Directors, Key Managerial Persons of the Company and their relatives is/are concerned or interested in the resolution.

For and on behalf of the Board of Directors

Place : Chennai
Date : 18th May, 2015

(V.L. DUTT)
Chairman and Managing Director