



The KCP Limited

“Ramakrishna Buildings”,

2, Dr. P.V. Cherian Crescent, Egmore, Chennai - 600 008. India

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CIN: L65991TN1941PLC001128

NOTICE

NOTICE is hereby given that the 82nd Annual General Meeting of the Company will be held on **Thursday, 17th August 2023 at 10.30 a.m. (IST)** through Video Conferencing (‘VC’)/ Other Audio-Visual Means (‘OAVM’) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

- the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023, together with the Reports of the Directors and the Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the Report of the Auditors thereon.

2. Declaration of Dividend

To consider, declaration of Dividend for the year 2022-23

- To appoint a Director in place of Sri. V. Chandra Kumar Prasad (DIN: 008744154), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Dr. Subbarao Vallabhaneni (DIN: 008746927), who retires by rotation and being eligible, offers himself for re-appointment
- To appoint a Director in place of Sri. Ravi Chitturi (DIN: 00328364), who retires by rotation and being eligible, offers himself for re-appointment

SPECIAL BUSINESS

- To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and on recommendation of the Audit Committee, the remuneration of M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad and M/s. S. Mahadevan & Co, Cost Accountants, Chennai for the financial year ending 31st March, 2024 fixed by the Board of Directors of the Company to conduct the

audit of the cost accounting records for the following products be and is hereby ratified.

Sl. No	Name of the Cost Auditor	Product	Audit fees
1.	M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad	Cement	Rs. 8,50,000/- plus out-of pocket expenses and applicable taxes
2.	M/s. S. Mahadevan & Co, Cost Accountants, Chennai	Engineering	Rs.3,00,000/- plus out-of pocket expenses and applicable taxes.

NOTES:

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out material facts concerning the business under Item Nos. 6 of the accompanying Notice, is annexed hereto and forms part of the Notice.
- The Ministry of Corporate Affairs, Government of India (“MCA”) vide its General Circular Nos. 20/2020 and 10/2022 dated 5th May 2020 and 28th December 2022, respectively, and other circulars issued in this respect (“MCA Circulars”) allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility on or before 30th September 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No.20/2020. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 (“SEBI Circular”) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 (“Listing Regulations”). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
- In terms of the MCA Circulars, physical attendance of members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not

be available for the AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting through Board Resolution/ Power of Attorney/Authority Letter, etc., for participation in the AGM through VC/ OAVM facility and e-Voting during the AGM and since the AGM is being held through VC/ OAVM facility, the Route Map is not annexed in this Notice.

4. In terms of the MCA Circulars, the Notice of the AGM and Annual Report for the financial year 2022-2023, will be available on the website of the Company at www.kcp.co.in, on the website of NSE Limited at www.nseindia.com and on the website of National Securities Depositories Limited ("NSDL") at www.evoting.nsdl.com.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars, as amended, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the AGM and facility for those members participating in the AGM to cast vote through e-Voting system during the AGM. For this purpose, NSDL will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/ OAVM facility and e-Voting during the AGM. Members may note that NSDL may use third party service provider for providing participation of the members through VC/ OAVM facility.
6. Members may join the AGM through VC/ OAVM facility by following the procedure as mentioned below which shall be kept open for the members from 10:00 A.M. (IST) i.e. 30 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/ OAVM facility 30 minutes after the scheduled time to start the AGM.
7. Members may note that the VC/ OAVM facility provided by NSDL, allows participation of at least one thousand members on a first-come-first-served basis. The large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first-come-first-served basis.
8. Attendance of the members participating in the AGM through VC/ OAVM facility using their login credentials shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Electronic copy of the Notice of the AGM of the Company, inter-alia, indicating the process and manner of electronic voting ("e-voting") is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes.

In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2022-2023 and Notice of the AGM of the Company, may send request to the Company's email address at investor@kcp.co.in mentioning Folio no./ DP ID and Client ID.

10. Members, whose email address, bank account details or mobile number is not registered with the Company or with their respective Depository Participant(s) ['DPs'], and who wish to receive the Notice of the AGM and the Annual Report for the financial year 2022-2023 and all other communication sent by the Company, from time to time, can get their email address, bank account details and mobile number registered by following the steps as given below:-

- a) Members holding shares in physical form may send scan copy of a signed request letter mentioning the folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at investor@kcp.co.in.
- b) Members holding shares in demat mode may update the email address, bank account details and mobile number through their respective Depository Participant(s).

11. General instructions for accessing and participating in the AGM through VC/ OAVM facility and voting through electronic means including remote e-Voting: -

A. Instructions for members for Remote e-Voting are as under: -

- » The remote e-Voting period will commence from (9:00 A.M. IST) on 14/8/2023 and end on 16/8/2023 (5:00 P.M. IST).

During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 14th July, 2023 may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- » A person who is not a member as on the cut-off date should treat this Notice of the AGM for information purpose only.
- » The details of the process and manner for remote e-Voting are explained herein below:

- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

- Step 2: Cast your vote electronically on NSDL e-Voting system.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"><p>NSDL Mobile App is available on</p><p> App Store  Google Play</p><div style="display: flex; justify-content: space-around;"></div></div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join the 82nd Annual General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join the 82nd Annual General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to akjainassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

12. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned

copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (investor@kcp.co.in).

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (investor@kcp.co.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

13. The instructions for members for e-Voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

14. Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General**

meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (investor@kcp.co.in & vijaycs@kcp.co.in). The same will be replied by the company suitably.
6. Shareholders who would like to express their views or ask questions during the AGM may register themselves **as a speaker** by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, mobile number at vijaycs@kcp.co.in in on or before at 5.00 PM (IST) on Monday, 14th August 2023.

Those Members who have registered themselves **as a speaker will only be allowed to express their views/ask questions during the AGM.** The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

15. Dividend Distribution Tax:

Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source updating in the link <https://www.integratedindia.in/ExemptionFormSubmission.aspx> by 11:59 p.m. IST on 14/08/2023. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending in the link <https://www.integratedindia.in/ExemptionFormSubmission.aspx>. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on 31/08/2023.

16. 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/her 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 Registry Management Services Private 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).

17. Members are requested to address all correspondences, including dividend matters to the Registrar & Share Transfer Agents, M/s. Integrated Registry Management Services Private 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, link <https://www.integratedindia.in/emailupdatation.aspx>.

18. Shareholders who have not yet en-cashed their dividend warrants for the years 2016-2022 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	Meeting No	Type of Dividend	Dividend on Equity %	Dividend declaration date (AGM date / BM date)	Due date for remittance to IEPF (7years)	Max date for remittance to IEPF (67days) (DUE DATE)
2016-17	76	Final Dividend	200%	31-Aug-17	31-Aug-24	06-Nov-24
2017-18	77	Final Dividend	100%	30-Jul-18	30-Jul-25	05-Oct-25
2018-19	78	Final Dividend	100%	07-Aug-19	07-Aug-26	13-Oct-26
2019-20	79	Final Dividend	15%	04-Sep-20	04-Sep-27	10-Nov-27
2020-21	80	Final Dividend	200%	03-Sep-21	03-Sep-28	09-Nov-28
2021-22	81	Final Dividend	100%	10-Aug-22	10-Aug-29	16-Oct-29

Note: Remittance to IEPF after 7 YEARS +67 DAYS for Final dividend and 7years +30 days for Interim dividend/ Special Dividend

19. Pursuant to Section 124(6) of the Companies Act, 2013 the Company has to transfer all shares in respect of which dividend has not been claimed by the shareholders for seven consecutive years or more to Investor Education and Protection Fund (IEPF) and pursuant to Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules 2017 ('IEPF Rules') the details of such shares transferred to IEPF authority during the year 2022-23 is provided in Corporate Governance Report forming part of the Annual Report.

For and on behalf of the Board of Directors

Place: Chennai
Date: 24th May, 2023

(Dr. V.L. INDIRA DUTT)
Chairperson & Managing Director

EXPLANATORY STATEMENT

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), set out all material facts relating to the business proposed to be transacted under Item Nos. 6 of the accompanying Notice dated 24th May 2023.

Item No. 6

On the recommendation of the Audit Committee, the Board of Directors at their meeting held on 24th May 2023 approved the appointment of M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad and M/s. S. Mahadevan & Co, Cost Accountants, Chennai for the financial year ending 31st March, 2024, as Cost Auditors to conduct the audit of the cost records of the Company pertaining to products (Cement, Engineering etc.), for the financial year ending 31st March 2024 as detailed in the Resolution itself.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice of the AGM for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March 2024.

Relevant documents referred in respect of the said item are open for inspection by the members at the Registered Office of the Company upto the date of the AGM.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested Financial or otherwise, in the proposed Resolution. The Board of Directors recommends the Ordinary Resolution as set out at Item No. 6 of the Notice of the AGM for approval by the members.

For and on behalf of the Board of Directors

Place: Chennai
Date: 24th May, 2023

(Dr. V.L. INDIRA DUTT)
Chairperson & Managing Director

ANNEXURE

Details of the Directors proposed to be appointed / re-appointed at the Annual General Meeting

(As required under applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings issued by ICSI)

Name of the Director	Sri. Vasireddy Chandrakumar	Dr. Subbarao Vallabhaneni	Sri. Ravi Chitturi
DIN	008744154	008746927	00328364
Date of Birth	13/01/1943	05/01/1947	17/11/1965
Qualifications	M.S. (Chemical Engineering).	MBBS from Andhra University. Certified General Surgery from St. Joseph Hospital & medical Centre, NJ USA.	B.E. (Mechanical) from Anna University and MS (Computer Science from Alabama A& m University, USA.
Experience and expertise in specific functional area	Worked with BUITONI Foods in USA. Later called as NESTLE for 22 years.	Private Practice for 31 years.	Worked with Madras Engg. Industries Ltd and Sr. Tech. Analyst with Republic of New York Corporation. He was the MD of KCP Technologies Ltd.
Shareholding in the Company as on date of Notice	1000	176900	-
Terms and conditions of appointment	As per the terms of Resolution proposed for the approval of the shareholders.	As per the terms of Resolution proposed for the approval of the shareholders.	As per the terms of Resolution proposed for the approval of the shareholders.
Details of remuneration last drawn (FY 2022-23)	1,80,000	1,60,000	2,20,000
Details of proposed remuneration	Sitting fees for attending the meeting.	Sitting fees for attending the meeting.	Sitting Fees for attending the meeting.
Inter-se relationships between • Directors; • Manager; • Key Managerial Personnel	Brother of Dr. V.L. Indira Dutt, Chairperson and Managing Director of the Company.	Relative of Dr. V.L. Indira Dutt, Chairperson & Managing Director of the Company.	Husband of Smt. V. Kavitha Dutt, Joint Managing Director of the company

Number of Meetings of the Board attended during FY 2022-23 as on date of Notice	4	4	4
Chairperson / Membership of the Statutory Committee(s) of Board of Directors of The KCP Limited	Member: Risk Management Committee	-	Member: 1. Risk Management Committee 2. Innovation and Best Practices Committee
Other Companies in which he /she is a Director	Director: Fives-cail KCP Limited.	Director: BGE GLOBAL (INC) USA.	Director: 1. KCP Technologies Limited. 2. KCP Vietnam Industries Ltd., 3. Bridgegap Engineering India Pvt Ltd
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of other companies in which he /she is a Director	-	-	-