

REPORT ON 74th ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 12TH AUGUST 2015 AT THE REGISTERED OFFICE OF THE COMPANY AT "RAMAKRISHNA BUILDINGS" NO. 2, DR. P.V. CHERIAN CRESCENT, EGMORE, CHENNAI-600 008

(The report in pursuance of the provisions of sub-section (1) of Section 121 of the Companies Act, 2013 read with Rule 31 of Companies (Management and Administration) Rules, 2014)

- (i) The day, date, hour and venue of the annual general meeting;

Day: Wednesday, Date: 12th August, 2015 and Hour: 10-25AM

Venue: the Registered office of the company at "Ramakrishna Buildings" No. 2, Dr. P.V. Cherian crescent, Egmore, Chennai-600008

- (ii) Confirmation with respect to appointment of Chairman of the meeting;

Dr.V.L.Dutt, Chairman & Managing Director of the Company chaired the meeting

- (iii) Number of members attending the meeting; 1364 (including proxies and authorized representatives)

- (iv) Confirmation of quorum; at 10-25AM Chairman confirmed the presence of quorum.

- (v) Confirmation with respect to compliance of the Act and the Rules, secretarial standards made there under with respect to calling, convening and conducting the meeting;

The company has complied with all applicable provisions of the Companies Act, 2013, rules made there under and the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) for convening, conducting the Annual general Meeting.

- (vi) Business transacted at the meeting and result thereof; (details provided in enclosed file)

- (vii) particulars with respect to any adjournment, postponement of meeting, change in venue; and any other points relevant for inclusion in the report: NIL

For The KCP Limited

(V.L.Dutt)

Chairman & Managing Director

CIN : L65991TN1941PLC001128

Registered Office : "Ramakrishna Buildings", No. 2, Dr. P.V. Cherian Crescent, Egmore, Chennai - 600 008, INDIA

Post Box No.: 6824 Tel : +91 - 44 - 6677 2600, Fax : +91 - 44 - 6677 2620

E-mail : corporate@kcp.co.in Website : www.kcp.co.in

THE PROCEEDINGS OF THE 74th ANNUAL GENERAL MEETING OF THE KCP LIMITED HELD ON 12th AUGUST, 2015

The 74th Annual general Meeting of the members of the Company was held on 12th August, 2015 at 10-25 AM at the Registered office of the company at "Ramakrishna buildings" 2, Dr. P.V. Cherian crescent Egmore, Chennai-600 008.

Dr.V.L.Dutt, Chaired the proceedings of the Meeting and Sri.O.Swaminatha Reddy, Chairman of the Audit Committee chaired the proceedings in respect of the items of business where Dr.V.L.Dutt was interested.

Total 1364 members (including proxies) attended the Meeting as per records of attendance.

The Chairman gave an overview of the financial performance of the company for the financial year ended 31st March, 2015 and its future outlook.

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has extended the remote e-voting facility to the Members of the company in respect of the business to be transacted at the Annual General Meeting. The e-voting commenced at 9.00 a.m on Saturday 8th August 2015 and ended at 5.00 p.m. on Tuesday, 11th August 2015, Sri R. Balasubramaniam, Practising Company Secretary, Chennai was appointed as the Scrutinizer by the Board for scrutinizing the remote e-voting process.

The Ministry of Corporate Affairs (MCA) by way of Circular Dated.17/06/2014 has clarified that In view of clear provisions of section 107 of the Companies Act, 2013, voting by show of hands would not be allowable in cases where e-voting facility is being provided to the shareholders and the proposed resolutions are to be voted by way of Poll, that a shareholder who has voted through remote e-voting mechanism shall not be able to vote in the meeting again, and his earlier vote (cast through e-means) shall be treated as final.

The company has arranged for poll on all 6 (Six) resolutions to be passed at the Meeting. Thereafter all the 6 resolutions were proposed and seconded. On the invitation of the Chairman, several Members addressed the Meeting, given their suggestions and raised queries on the Company's accounts and businesses, which were replied by the Chairman.

Thereafter, the Chairman ordered for a poll to be taken at the meeting and Appointed Sri R. Balasubramaniam, Practising Company Secretary as the Scrutinizer for the poll process and requested him for an orderly conduct of the voting. The Chairman announced that the combined result of e-voting and poll will be put on the Company's website.

The following resolutions were passed by the Shareholders with requisite majority.

For THE K.C.P. LIMITED



V.L. Dutt
Chairman & Managing Director

THE k c p LIMITED

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the company for the year ended March 31, 2015 together with the Reports of the Board of Directors and the Auditors thereon (Ordinary Resolution).
2. To declare Dividend of Re. 0.75 per Equity Share of Re.1/- each (75%) for the financial year 2014-2015. (Ordinary Resolution).
3. Resolution for appointment of Smt. Kavitha Dutt Chitturi, (DIN: 00139274) Executive Director of the Company as Director liable to retire by rotation (Ordinary Resolution).
4. Resolution for ratification of appointment of M/s. Brahmayya & CO., Chartered Accountants, Vijayawada as Statutory Auditors of the Company for the year 2015-16 and to fix their remuneration(Ordinary Resolution).

Special Business:

5. Resolution to ratify/approve the remuneration of Cost Auditors of the Company for the year 2015-2016(Ordinary Resolution).
6. Resolution for approval of related party transactions under section 188 of the companies Act, 2013(Ordinary Resolution).

The poll results were notified to the Stock Exchanges in the format prescribed under Clause 35A of the Listing Agreement and the details of the said results were also uploaded on the Company's website along with the Scrutinizer's report.

For THE K.C.P. LIMITED

V. Dutt
Chairman & Managing Director