



# THE KCP LIMITED

CIN: L65991TN1941PLC001128

"Ramakrishna Buildings", 2, Dr. P.V. Cheriau Crescent, Egmore, Chennai - 600 008.

Ph: + 91-44-66772600, Fax: +91-44- 66772620, E-mail: investor@kcp.co.in

www.kcp.co.in

## Notice of Postal Ballot pursuant to Section 110 of the Companies Act, 2013

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), that the resolutions appended below are proposed to be passed by the Members through postal ballot / electronic voting (e-voting).

- 1) Approval for continuation of current term of Sri.O.Swaminatha Reddy as Director of the company.
- 2) Approval for continuation of current term of Sri.V.H.Ramakrishnan as Director of the company.
- 3) Approval for continuation of current term of Sri.P.S.Kumar as Director of the company.

The Explanatory Statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Sri.R.Balasubramaniam (FCS:2397), Practicing Company Secretary, as the Scrutinizer ('Scrutinizer') for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members have the option to vote either physically through Postal Ballot Form or through e voting.

Please read carefully the instructions enumerated in the Notes and Instructions to this Postal Ballot Notice and return the Postal Ballot Form duly completed in all respects with the assent (for) or dissent (against), in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before the closing of Working Hours i.e. 05.00 p. m. on **Monday, 25th March, 2019**.

Members may note that as required under the provisions of Section 108, 110 and other applicable provisions, if any, of the Act and the rules as applicable in that regard and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to the Members of the Company. Accordingly, the Company is also providing e-voting facility as an alternate, which would enable Members to cast votes electronically, instead of returning Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the Notes and Instructions to this Notice.

Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company and any other recipient of this Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the e-voting facility are given separately.

The Scrutinizer will submit his report to the Executive Chairman or Managing Director of the company after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on **Wednesday, 27th March, 2019** by the Executive Chairman or Managing Director of the Company. The Results will be uploaded on the website of the Company (www.kcp.co.in) and will be intimated to the Stock Exchanges on which the Company is listed. The Resolutions, if approved, will be taken as passed effectively on the last day of receipt of Postal Ballot Form or e-voting i.e. 25th March, 2019.

### Resolutions:

#### 1. Approval for continuation of current term of Sri.O.Swaminatha Reddy as Director of the company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and hereby accorded to Sri.O.Swaminatha Reddy, (DIN:00006391), Non-Executive and Independent Director of the Company, who has already attained the age of 75 years to continue as an Independent Director of the Company on and after April 1, 2019 till the expiry of his existing term of appointment."

#### 2. Approval for continuation of current term of Sri.V.H.Ramakrishnan as Director of the company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members be and hereby accorded to Sri.V.H.Ramakrishnan, (DIN: 00143948), Non-Executive and Independent Director of the Company, who has already attained the age of 75 years to continue as an Independent Director of the Company on and after April 1, 2019 till the expiry of his existing term of appointment."

### 3. Approval for continuation of current term of Sri.P.S.Kumar as Director of the company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED** THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and hereby accorded to Sri.P.S.Kumar, (DIN: 00267280), Non-Executive and Independent Director of the Company, to continue as an Independent Director of the Company after attaining the age of 75 years on and after April 1, 2019 till the expiry of his existing term of appointment.”

Place: Chennai  
Date: February 13, 2019

For and on behalf of the Board of Directors  
**(V.L.Dutt)**  
Executive Chairman

#### Notes:

1. The relative explanatory statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business set out in the notice is annexed hereto.
2. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail IDs registered with their Depository Participant (in case of electronic shareholding)/the Company's Registrar and Transfer Agents (RTA) (in case of physical shareholding). In case of Members whose e-mail ID is not registered, physical copy of Postal Ballot Notice and Form is being sent by permitted mode along with postage pre-paid self-addressed Business Reply Envelope (BRE).
3. Notice of this Postal Ballot is being sent to all shareholders/Beneficiaries whose names appear on the Register of Members/Record of Depositories as on Friday 15th February, 2019 as received from National Securities Depository Limited (NSDL)/Central Depository Services Limited (CDSL). Voting Rights shall be reckoned on the Shares registered in the name of the Shareholders as on that date. A person who is not a Member as on Cut Off date (Record Date) should treat this notice for information purpose only.
4. Resolutions passed by the shareholders by means of Postal Ballot including e-voting is deemed to have been passed at a General Meeting of the shareholders. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
5. Kindly note that the Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done by e-voting shall prevail and voting done through physical ballot will be treated as invalid.
6. In case a Member is desirous of obtaining a duplicate copy of a Postal Ballot Form, he/she may send an e-mail to investor@kcp.co.in. The RTA/Company shall forward the same along with postage pre-paid self-addressed BRE to the Member.
7. The shareholders are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 05.00 P.M. on or before **Monday, 25th March, 2019**. Any postal ballot form received after this date shall be treated as if the reply from the shareholders has not been received.
8. The shareholders are requested to exercise their voting rights by using the attached postal ballot form only. No other form or photocopy of the form is permitted. Shareholders who do not receive the postal ballot form may apply to the Company and obtain a duplicate thereof.
9. The Scrutinizer will submit his report to either to Dr.V.L.Dutt, Executive Chairman or Dr.V.L.indiraDutt, Managing Director of the Company after completion of the scrutiny and the results of the postal ballot will be announced on **Wednesday, 27th March, 2019**.
10. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

#### 11. Voting through electronic means (E-Voting) :

In compliance with Regulation 44 of the SEBI Listing Obligation and Disclosure Requirements, 2015 (the "Listing Regulations") and Section 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot form by post. The company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

#### The instructions for e-voting are as follows:

1. Members whose email addresses are registered with the depository participant(s) will receive an email from NSDL informing them of their User ID and password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process.
  - a) Open email and open the PDF File titled "The KCP Limited e-voting.pdf" using your Client ID or Folio No. as password. The said PDF File contains your user ID and password for e-voting. Please note that this password is an initial password.
  - b) Launch your internet browser and type the following URL: <http://www.evoting.nsdl.com>. Click on shareholder – login.
  - c) Enter the user ID and password (as mentioned in step 1.a or provided in the physical Postal Ballot Form). Click on Login.
  - d) The Password change menu will appear. Change the Password to a Password of your choice. The new password should have a minimum of 8 digits / characters or a combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
  - e) The homepage of e-voting will open. Click on e-voting: Active Voting Cycles.
  - f) Select "EVEN (E-voting Event Number) of The KCP Limited.
  - g) Now you are ready for e-voting as the "Cast Vote" page opens.
  - h) Cast your vote by selecting the option of your choice and click on "Submit", and also remember to "Confirm when prompted".
  - i) On confirmation, the message "Vote Cast successfully" will be displayed.
  - j) After you have voted on a resolution once, you will not be allowed to modify your vote.
  - k) Institutional Members (i.e. other than individuals, HUF, NRI etc) are required to send a scanned copy (PDF/JPG format) of the relevant

- Board resolution / authorization letter etc. together with attested specimen signature of the authorized signatory(ies) who is / are authorized to vote, to the Scrutinizer via email to balu\_comsec@yahoo.com, with a copy marked to evoting@nsdl.co.in.
2. For members whose email IDs are not registered with Depository Participant(s) and who receive the physical Postal Ballot Forms, the following instructions may be noted:
    - a. The initial user ID and password is provided at the bottom of the Postal Ballot Form.
    - b. Please follow the instructions from (b) to (k) as mentioned in step 1 to cast your vote.
  3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the "Downloads" section of www.evoting.nsd.com.
  4. 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" Option available on the site to reset the password.
  5. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
  6. The e-voting period commences on **Saturday, 23rd February, 2019** (09.00 hours IST) and ends on **Monday 25th March, 2019** (17.00 hours IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date i.e. Friday, 15th February, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
  7. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date i.e. **Friday, 15th February, 2019**. Voting rights in the postal ballot / e-voting cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
  8. In case of any difficulty in voting, the Equity Shareholder may contact Sri.Y.Vijayakumar, Company Secretary at phone no.044-66772622 or email at [vijaycs@kcp.co.in](mailto:vijaycs@kcp.co.in).

#### **Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013**

##### **Item Nos. 1, 2 and 3.**

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

**Sri.O.Swaminatha Reddy, (DIN:00006391)** was appointed as Non-Executive Independent Director of the Company in 73rd Annual general Meeting of the company held on 11th August, 2014 under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under, for a period of 5 years, has already attained the age of 75 years and shareholders' approval is required by way of special resolution for continuation of his current term of appointment on or after 1st April, 2019.

Sri. O. Swaminatha Reddy, a Commerce graduate and fellow member of The Institute of Chartered Accountants of India, is the former Chairman of Andhra Bank and also former Chairman and Managing Director of APSFC. He has rich experience of almost four decades and has been guiding the Company in the areas of Financial Decision Making and Management Policies.

**Sri.V.H.Ramakrishnan, (DIN: 00143948)** was appointed as Non-Executive Independent Director of the Company in 73rd Annual general Meeting of the company held on 11th August, 2014 under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under for a period of 5 years, has already attained the age of 75 years and shareholders' approval is required by way of special resolution for continuation of his current term of appointment on or after 1st April, 2019.

Sri.V.H. Ramakrishnan is a Chartered Accountant and a Cost Accountant. He has extensive banking experience for more than 35 years in both Domestic and International Banking. He served as a General Manager of Bank of India and as a Director of Andhra Bank.

**Sri.P.S.Kumar, (DIN: 00267280)** was appointed as Non-Executive Independent Director of the Company in 73rd Annual general Meeting of the company held on 11th August, 2014 under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under for a period of 5 years and shareholders' approval is required by way of special resolution for continuation of his current term of appointment after attaining the age of 75 years on or after 1st April, 2019.

Sri.P.S. Kumar, holds a Bachelor degree in commerce from University of Madras and is a member of the Institute of Chartered Accountants in England and Wales (ICAEW). Mr. Kumar is a practicing Chartered Accountant and was the partner-in-charge of Brahmayya & Co., Chennai office and is the partner of Brahmayya & Co., Bangalore office. He served as the President of Andhra Chamber of Commerce, Chennai and is a Member of the Executive Committee of the International Chamber of Commerce (Indian Branch), New Delhi and Sub-committee for Corporate Laws and Legal Affairs of FICCI, New Delhi and serves as member of the Executive committee of Andhra Chamber of Commerce, Chennai.

The Board of Directors is of the opinion that Sri.O.Swaminatha Reddy, Sri.V.H.Ramakrishnan and Sri.P.S.Kumar are persons of integrity, possess relevant expertise and vast experience and their association as non-executive Independent directors will be beneficial and in the best interest of the Company. In line with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Amendment), 2018 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your directors recommend their continued association beyond April 1, 2019 and until expiry of their respective terms of appointment.

The brief resume of said Directors, nature of their expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A.

The Board of Directors accordingly recommends the Special Resolutions as mentioned at item no. 1, 2, &3 of this Notice for approval of the Members of the Company.

None of the other Directors and key managerial personnel of the company and their relatives except Sri.O.Swaminatha Reddy, Sri.V.H.Ramakrishnan and Sri.P.S.Kumar are deemed to be concerned or interested, financially or otherwise in the proposed special resolution, except to the extent of their shareholding in the company.

Place: Chennai  
Date: February 13, 2019

For and on behalf of the Board of Directors  
**(V.L.Dutt)**  
Executive Chairman

## Annexure A

### Details of Directors seeking continuation of Directorships

<b>Name of Director</b>	<b>O. SWAMINATHA REDDY</b>	<b>V.H. RAMAKRISHNAN</b>	<b>P.S. KUMAR</b>
Date of Birth	25/12/1930	13/04/1941	07/04/1944
Date of Appointment	11/08/2014	11/08/2014	11/08/2014
Qualification	B.Com., (Hons). ACA	Bsc., ACA., CMA	B.Com,ACAfrom Institute of Chartered Accountants of England and Wales
Expertise in specific functional areas	Accounts, Finance, Taxation and Banking	Accounts, Finance, Taxation and Banking	Accounts, Finance, Taxation and Corporate laws.
Directorship held in other public companies (excluding foreign companies)	<ol style="list-style-type: none"> <li>1. Sagar Cements Ltd-Chairman</li> <li>2. Sagar Power Ltd-Chairman</li> <li>3. Bhagyanagar India Ltd-Director</li> <li>4. K.M. Power Pvt. Ltd-Nominee Director</li> <li>5. Thembu Power Pvt Ltd-Nominee Director</li> <li>6. Surana Solar Ltd- Director</li> <li>7. Sagar Cement (R) Ltd- Chairman</li> </ol>	<ol style="list-style-type: none"> <li>1. Sagar Cements Ltd – Director</li> <li>2. Sagar Cements (R) Ltd- Director</li> </ol>	<ol style="list-style-type: none"> <li>1. Rane Brake Lining Ltd – Director</li> </ol>
Chairman / Member of the Committee of the Board of Directors of the Company (KCP)	<ol style="list-style-type: none"> <li>1. Audit Committee-Chairman</li> <li>2. Investment Committee-Chairman</li> <li>3. Nomination &amp; Remuneration Committee- Committee-Chairman</li> <li>4. Stakeholders relationship committee - Chairman</li> </ol>	<ol style="list-style-type: none"> <li>1. Audit Committee – Member</li> <li>2. Nomination &amp; Remuneration Committee-Member</li> <li>3. Investment Committee-Member</li> <li>4. Stakeholder's relationship Committee- Member</li> <li>5. Innovation and Best Practices Committee-Member</li> </ol>	<ol style="list-style-type: none"> <li>1. Audit Committee-Member</li> <li>2. Investment Committee-Member</li> <li>3. Nomination &amp; Remuneration Committee-Member</li> <li>4. Corporate Social Responsibility Committee-Member</li> <li>5. Stakeholders Relationship Committee-Member</li> <li>6. Finance Sub-Committee-Member</li> <li>7. Risk Management committee Member</li> </ol>
Membership / Chairmanship of Committees of other public companies (includes only Audit Committee and Stakeholders Relationship / Shareholders' / Investors Grievance Committee)	<ol style="list-style-type: none"> <li>1. Sagar Cements Ltd. Audit committee -Chairman</li> <li>2. M/s. Bhagyanagar India Ltd. Audit committee -Member</li> <li>3. Surana Solar Ltd. Audit committee -Chairman</li> <li>4. Sagar Cements (R) Ltd. Audit committee -Chairman</li> </ol>	<ol style="list-style-type: none"> <li>1. Sagar Cements Ltd Audit committee-Member</li> <li>2. Sagar Cements (R) Ltd Audit committee-Member</li> </ol>	-
Shareholding in the Company (including HUF)	20	Nil	Nil
Disclosure of Relationships between Directors inter-se	Nil	Nil	Nil

Note: Pursuant to SEBI (LODR) Regulations, 2015, only two Committees, viz Audit Committee and Stakeholder's relationship Committee of other public limited Companies have been considered.