



THE KCP LIMITED

“Ramakrishna Buildings”, 2, Dr. P.V. Cherian Crescent, Egmore, Chennai - 600 008.

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CIN: L65991TN1941PLC001128

In view of prevailing MCA Circulars on postal ballot process, the voting on the resolutions covered in the Notice will take place through e-voting only and no physical ballots will be collected. Please refer to detailed instructions for e-voting explained in the Notice.

NOTICE OF POSTAL BALLOT

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as “the Rules”) and other applicable provisions of the Act, rules, circulars and notifications thereunder, as amended from time to time (including any statutory modifications or re-enactment thereof for the time being in force), General Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively read with other relevant circulars, including General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 03/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs (“MCA Circulars”), for the approval of the members of The KCP Limited (hereinafter referred to as “the Company”) through postal ballot by voting through electronic means (remote e-voting) on the Special Resolutions set out hereinafter for re-appointment of Dr. V. L. Indira Dutt as Chairperson & Managing Director and Smt. V. Kavitha Dutt as Joint Managing Director of the company.

The proposed resolutions along with the explanatory statement under Section 102(1) of the Act, forming part of this Notice, stating the material facts and reasons thereof are set out hereafter, for your consideration.

The Board has appointed Sri. Balu Sridhar (FCS 5869 and CP No. 3550), or failing him Sri.Pankaj Mehta (ACS 29407 and CP No. 10598), partners A.K.Jain & Associates, Practicing Company Secretaries Chennai to act as the Scrutinizer, to scrutinize the e-voting process and to conduct the Postal Ballot in a fair and transparent manner. They have communicated their willingness to be appointed and will be available for the said purpose.

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members, pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and aforementioned MCA Circulars.

SPECIAL BUSINESS:

Item No. 1

To re-appoint **Dr. V.L. Indira Dutt** (DIN: 00139883) as Chairperson & Managing Director of the company and in this regard, pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with applicable provisions of SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the consent/approval of any authorities, approval of the members be and is hereby accorded to re-appoint Dr. V.L. Indira Dutt (DIN: 00139883) as Chairperson & Managing Director of the company, for a period of 3 (three) years with effect from **1st March, 2023** on the terms and conditions including remuneration as set out in the table below, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit;

I	SALARY	Rs.13,00,000/- per month (Excluding perquisites).
II	PERQUISITES	
	1. Housing	Free Accommodation.
	2. Medical Reimbursement	Rs. 40,000 per annum or Rs. 120,000 In a block of three years, for self and family.
	3. Club Fees	Two clubs
	4. Personal Accident Insurance.	As per Company Rules.
	5. Provident Fund	12% of salary as Provident Fund contribution
	6. Gratuity.	Contribution to Gratuity Fund in accordance with Payment of Gratuity Act, read with Company rules.
	7. Car and Telephones.	Will be provided with one or more cars and one or more Mobile phones including hand held email devises and telephones at her residence or such other places as necessary for use in connection with the Company’s business.
	8. Encashment of Leave.	Accumulated leave can be en-cashed at the end of the contract period.
	9. Leave travel concession.	Rs.40,000 pa
III	COMMISSION	Remuneration by way of commission on net profits in addition to salary and perquisites is also payable. The amount of salary, perquisites and commission in aggregate payable to Dr.V.L. Indira Dutt shall not exceed 6% of the net profits of the Company in a financial year computed in accordance with the provisions of Section 198 of the Companies Act, 2013.

IV	MINIMUM REMUNERATION	Where in any financial year during the currency of the tenure of the Chairperson & Managing Director, the Company has no profits or its profits computed in accordance with Section 198 of the Companies Act 2013 are inadequate the Company will pay remuneration by way of Salary and perquisites as specified above subject to the applicable provisions of Schedule V of the Companies Act, 2013.
V	NATURE OF DUTIES	Dr.V.L. Indira Dutt shall devote her whole time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board from time to time and subject to superintendence, control and directions of the Board in the best interests of the business of the Company.

“**FURTHER RESOLVED THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and to resolve and settle all questions, difficulties or doubts that may arise with regard to the above resolution and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit.”

Item No. 2

To re-appoint **Smt. V. Kavitha Dutt** (DIN: 00139274) as Joint Managing Director of the company and in this regard, pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with applicable provisions of SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the consent/approval of any authorities, approval of the members be and is hereby accorded to re-appoint Smt. V.Kavitha Dutt(DIN: 00139274) as Joint Managing Director of the company, for a further period of 3 (three) years, with effect from **1st March, 2023** on the terms and conditions including remuneration as set out in the table below, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

I	SALARY	11,00,000 per month (Excluding perquisites).
II	PERQUISITES	
	1. Housing	40% of salary per month will be HRA
	2. Medical Reimbursement	Rs.40,000 per annum or Rs.120,000 In a block of three years, for self and family.
	3. Personal Accident Insurance	As per Company Rules.
	4. Club Fees	Two clubs

	5. Provident Fund	12% of salary as Provident Fund contribution
	6. Superannuation Fund/Annuity Fund	15% of salary as Superannuation Fund contribution
	7. Gratuity	Contribution to Gratuity Fund in accordance with Payment of Gratuity Act, read with Company rules.
	8. Car and Telephones	Will be provided with one or more cars and one or more Mobile phones including hand held email devises and telephones at her residence or such other places as necessary for use in connection with the Company's business.
	9. Encashment of leave	Accumulated leave can be en-cashed at the end of the contract period.
	10. Leave travel concession.	Rs.40,000 pa
III	COMMISSION	Remuneration by way of commission on net profits in addition to salary and perquisites is also payable. The amount of salary, perquisites and commission in aggregate payable to Smt. V. Kavitha Dutt shall not exceed 4% of the net profits of the Company in a financial year computed in accordance with the provisions of Section 198 of the Companies Act, 2013.
IV	MINIMUM REMUNERATION	Where in any financial year during the currency of the tenure of the Joint Managing Director, the Company has no profits or its profits computed in accordance with Section 198 of the Companies Act 2013 are inadequate the Company will pay remuneration by way of Salary and perquisites as specified above subject to the applicable provisions of Schedule V of the Companies Act, 2013.
V	NATURE OF DUTIES	Smt.V. Kavitha Dutt shall devote her whole time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board from time to time and subject to superintendence, control and directions of the Board in the best interests of the business of the Company.

“FURTHER RESOLVED THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and to resolve and settle all questions, difficulties or doubts that may arise with regard to the above resolution and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit .”

For and on behalf of the Board of Directors

Place: Chennai
Date: November 11, 2022

(Dr. V.L. Indira Dutt)
Chairperson & Managing Director

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. Shareholders who have registered their e-mail ids for receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail.
3. As per the MCA Circulars, postal ballot forms and prepaid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **Friday, December 9, 2022** i.e. the cut-off date will be considered eligible for the purpose of e-voting. A person who is not a Member as on the cut-off date for reckoning voting rights, should treat this Notice for information purposes only.
5. The Company has appointed M/s A.K.Jain & Associates, Practicing Company Secretaries, Chennai, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
6. In compliance with provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all the Shareholders of the Company. National Securities Depository Limited (NSDL), will be facilitating e-voting to enable the Shareholders to cast their votes electronically.
7. The voting rights of Shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, December 9, 2022.
8. The voting period commences on **Monday, December 19, 2022 at 9.00 a.m (IST)**. and ends on the close of working hours (i.e. **05:00 pm (IST)**) on **Tuesday, January 17, 2023**. The e-voting module shall be disabled by NSDL for voting thereafter.
9. The Scrutinizer's decision on the validity of e-voting will be final.
10. E-voting shall not be exercised by a proxy.
11. The Scrutinizer will submit his report to the Chairperson & Managing Director or Joint Managing Director of the Company after completion of the scrutiny and the results of postal ballot will be announced on or before **Thursday, January 19, 2023**. The results would be intimated to the Stock Exchanges where the Company's shares are listed and displayed along with the Scrutinizer's report on the Company's website viz. www.kcp.co.in. These results will also be displayed on the notice board of the Company at its Registered Office.
12. The Resolutions and Explanatory statements may be treated as a written memorandum setting out the terms & conditions of appointments under Section 190 of the Companies Act, 2013 as amended and may also be regarded as a disclosure under Secretarial Standard on General Meeting (SS-2) of the Institute of Company Secretaries of India (ICSI).

13. The procedure and instructions for e-voting are as follows:

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 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. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS” Portal or click at: https://eservices.nsdl.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.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 (i.e. your sixteen digit demat account number held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. 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
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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 are as under:

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 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.nSDL.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nSDL.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.
- C) 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 yuvraj@integratedindia.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 evoting@nsdl.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 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.

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

How to cast your vote electronically 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 is active.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 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 or contact CDSL helpdesk by sending a request at helpdesk evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102, 110 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED.

Item No. 1

Members of the Company vide Resolution dated 6th May, 2020 had appointed Dr.V.L. Indira Dutt as the Chairperson & Managing Director of the Company for a tenure of three years and on the recommendations of Nomination and Remuneration committee of the company and subject to the approval of the shareholders the Board of Directors have re-appointed Dr. V.L. Indira Dutt as Chairperson and Managing Director of the company on 11th November, 2022 for a period of three years w.e.f 01st March 2023.

Dr. V. L. Indira Dutt, has a B.A (Economics) from Madras University and serves as Chairperson & Managing Director of the Company. She has over 35 years of experience and has ably supported the then Executive Chairman in the strategic planning & direction of the operations of the company and has personally contributed towards the growth and operations of the Cement Plants at Macherla and Muktyala.

Presently, she serves as Chairperson of Fives Cail – KCP Limited, KCP Vietnam Industries Limited, Director of Velagapudi Foundation and V. Ramakrishna Sons Private Limited. She is the President of the World Telugu Federation (WTF) and Andhra Chamber of Commerce.

Dr. V.L. Indira Dutt is the Chairperson of the Corporate Social Responsibility Committee, Finance Committee, Investment Committee and member of Nomination and Remuneration Committee, Risk Management Committee and Stakeholders Relationship Committees of the Company.

She was the President of FICCI Ladies Organization (FLO) and was the Chairperson of SAARC Chamber Women Entrepreneurs Council (SCWEC) and is the President of Gandhinagar Ladies Club, Chennai, Advisory Committee Member of Andhra Mahila Sabha, Chennai, Managing Committee Member of Cement Manufacturers Association and Advisory Committee Member of Centre for Entrepreneurship Training & Development (CED), Hyderabad.

Relevant details relating to appointment of Dr. V.L. Indira Dutt as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard - 2 on General Meetings issued by the ICSI are provided in **Annexure - 1** to this Notice.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolution at Item No.1 is annexed hereto as **Annexure - 2**.

The Resolution set out at Item No. 1 shall be considered as sufficient compliance for the purpose of Regulation 17 of the Listing Regulations as amended from time to time.

The Board recommends the Special Resolution as set out at Item No. 1 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Dr.V.L. Indira Dutt and Smt. V Kavitha Dutt and their relatives is/are in any way concerned or interested, financially or otherwise, in the proposed Resolution, set out at Item No. 1 of the Notice.

Item No. 2

Members of the Company vide Resolution dated 6th May, 2020 had re-appointed Smt. V Kavitha Dutt as the Joint Managing Director of the Company for a tenure of three years and on the recommendations of Nomination and Remuneration committee of the company and subject to the approval of the shareholders the Board of Directors have re-appointed Smt. V Kavitha Dutt as Joint Managing Director of the Company on 11th November, 2022 for a further period of three years w.e.f 01st March 2023 for which the approval of the shareholders is being sought.

Smt. V Kavitha Dutt is a graduate in Business Management (BBA) with specialization in International Business from Cedar Crest College, Allentown, Pennsylvania. She also holds a Post-Graduate Diploma in Human Resources from New York University (NYU), New York.

She has over 22 years' experience and has significantly contributed at all levels of management, including in particular overseeing new projects, financial and human resources management, besides steering budgetary policies and review procedures for effective monitoring and follow up.

Smt. V. Kavitha Dutt is the Chairperson of the Risk Management Committee and member of the Audit Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee, Investment committee, Finance Committee and Innovation and Best Practices Committees of the Company.

Presently she serves as Director on the Boards of DCM Shriram Industries Limited, Apollo Hospitals Enterprise Limited, ABI Showatech (India) Limited, Bharat Biotech Limited, Centum Electronics Limited, V Ramakrishna Sons Private Limited, KCP Vietnam Industries Limited, Velagapudi Foundation and Chennai Willingdon Corporation Foundation.

She is a Member of Young Presidents' Organization (YPO) Tamil Nadu Chapter, Vice President of World Telugu Federation (WTF) and was the President of FICCI Ladies Organization (FLO), Vice Chairman of SCWEC, India, Chairperson of FICCI Tamil Nadu State Council and was the President of Madras Management Association (MMA).

Relevant details relating to appointment of Smt. V. Kavitha Dutt as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - 2 on General Meetings issued by the ICSI are provided in **Annexure - 1** to this Notice.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolution at Item No.1 is annexed hereto as **Annexure - 2**.

The Resolution set out at Item No. 2 shall be considered as sufficient compliance for the purpose of Regulation 17 of the Listing Regulations as amended from time to time.

The Board recommends the Special Resolution as set out at Item No. 2 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Dr. V.L. Indira Dutt and Smt. V Kavitha Dutt and their relatives is/are in any way concerned or interested, financially or otherwise, in the proposed Resolution, set out at Item No. 2 of the Notice.

For and on behalf of the Board of Directors

Place: Chennai
Date: November 11, 2022

(Dr. V.L. Indira Dutt)
Chairperson & Managing Director

ANNEXURE - 1

(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	Dr. V.L. Indira Dutt	Smt. V. Kavitha Dutt
DIN	00139883	00139274
Date of Birth and age	14/09/1940 - 82 years	17/05/1971 - 51 years
Qualifications	B.A. (Economics) from University of Madras.	BBA(International Business) from Cedar Crest College, Pennsylvania and PGDHRM from New York University.
Experience and expertise in specific functional area	Please refer Annexure - 2	Please refer Annexure - 2
Shareholding in the Company as on date of Notice	100,14,970	13,60,000
Terms and conditions of appointment	As per the terms of Resolution proposed for approval of the shareholders.	As per the terms of Resolution proposed for approval of the shareholders.
Details of remuneration last drawn (FY 2021-22)	Rs. 779 (lakh)	Rs. 584 (lakh)
Details of proposed remuneration	The details of remuneration Proposed to be paid is specified in the resolution at Item no. 1 of the Notice.	The details of remuneration proposed to be paid is specified in the resolution at Item no. 2 of the Notice.
Inter-se relationships between <ul style="list-style-type: none"> • Directors; • Manager; • Key Managerial Personnel 	Mother of Smt. V. Kavitha Dutt, Joint Managing Director of the company	Daughter of Dr. V.L. Indira Dutt, Chairperson & Managing Director of the company.

Number of Meetings of the Board attended during FY 2021- 22 as on date of Notice	5/5 meetings attended	4/5 meetings attended.
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of The KCP Limited	<ol style="list-style-type: none"> 1. Chairperson of CSR Committee, Finance committee and Investment Committee. 2. Member of Risk Management Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. 	<ol style="list-style-type: none"> 1. Chairperson of Risk Management Committee. 2. Member of Audit Committee, CSR Committee, Finance Committee, Investment committee and Innovation and Best Practices Committee.
Other Companies in which she is a Director	<ol style="list-style-type: none"> 1. Fives-cail KCP Limited 2. KCP Vietnam Industries Ltd 3. V. Ramakrishna Sons Pvt Ltd 	<ol style="list-style-type: none"> 1. DCM Shriram Industries Ltd, 2. Apollo Hospital Enterprises Limited, 3. Bharat Biotech Limited, 4. Centum Electronics Limited 5. ABI Showatech Limited, 6. V.Ramakrishna Sons Pvt Ltd 7. KCP Vietnam Industries Ltd. 8. Fives-Cail KCP Limited.
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of other companies in which she is a Director	Nil	<ol style="list-style-type: none"> 1. Member of Audit Committee - DCM Shriram Industries Ltd 2. Chairperson of Stakeholder Relationship Committee and Member of Share Transfer Committee - Apollo Hospital Enterprises Limited
Justification for appointment	Provided in explanatory statement.	Provided in explanatory statement.

ANNEXURE - 2

THE STATEMENT CONTAINING ADDITIONAL INFORMATION PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013:

I. General Information:

1. **Nature of Industry:** (i) Manufacturers of Cement, (ii) Heavy Engineering and (iii) Hospitality Industry.
2. **Date or expected date of commencement of commercial production:** The Company is in operation since 1941.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- 4(a) **Standalone Financial performance based on given indicators:**

Particulars	Year ended 31st March, 2022 (Amount rounded off to Rs. in Lakh)	Year ended 31st March, 2021 (Amount rounded off to Rs. in Lakh)	Year ended 31st March, 2020 (Amount rounded off to Rs. in Lakh)
Income from Operations and other Income	1,64,852	1,33,699	97,052
Profit/(Loss) before Tax	18,208	21,676	(2,540)
Profit/(Loss) after Tax	12,930	15,332	(677)

- 4(b) **Consolidated Financial performance based on given indicators:**

Particulars	Year ended 31st March, 2022 (Amount rounded off to Rs. in Lakh)	Year ended 31st March, 2021 (Amount rounded off to Rs. in Lakh)	Year ended 31st March, 2020 (Amount rounded off to Rs. in Lakh)
Income from Operations and other Income	2,14,677	1,71,935	1,42,771
Profit/(Loss) before Tax*	29,192	25,220	3,938
Profit/(Loss) after Tax*	23,914	18,877	5,801

* Includes Non-Controlling Interest.

(Figures have been regrouped/recast wherever necessary)

5. **Foreign investments or collaborators, if any:** The KCP Limited has no foreign collaborators and hence there is no equity participation by foreign collaborators in the Company.

II. Information about Dr. V.L. Indira Dutt and Smt. V. Kavitha Dutt

1(a) Dr. VL Indira Dutt, Chairperson & Managing Director

Dr VL Indira Dutt, Chairperson & Managing Director of the company has been focusing on growth and profits of the Company, Joint Venture (Fives Cail KCP) and Subsidiary in Vietnam (KCP VIL) by developing and executing strategic initiatives. She ensured growth by taking major initiative of expansion of cement making capabilities at our Muktyala location.

Towards achieving the company's vision, Dr VL Indira Dutt has been overseeing preparation and implementation of business plans for short term as well as to meet long term objectives. The business plans include, inter alia, intense annual budget exercises and constant revisiting, considering the dynamic economic and market conditions.

Towards cost reduction leading to better bottom lines, she has been focusing on critical modifications by encouraging employees to come up with ideas and suggestions, both on technical and non-technical areas.

To ensure funding of the financial needs of the Company, she ensured the best options with lowest costs and best terms.

In the quest for growth and profits, she never lost sight of the social responsibility of the Company as Chairperson of the Corporate Social Responsibility committee of the company, she ensured to support the initiatives in education, medical facilities, vocational courses and Women empowerment and skill development programmes.

1(b) Smt. V. Kavitha Dutt, Joint Managing Director

Smt.V. Kavitha Dutt, Joint Managing Director of the company, has been in the fore front, to ensure smooth operations of the Company especially the Engineering unit and the hospitality segment, Joint Venture (Fives Cail KCP) and Subsidiary in Vietnam (KCP VIL).

She has been taking initiatives to motivate the employees to put in their best by designing suitable policies and procedures aimed and rewarding the employees.

In the difficult economic conditions in the country, she has been striving for new business tie ups, without straying away from traditional strengths.

As part of her initiatives to diversify the business activities, she embarked on a hotel project, which has been running efficiently and making strident progress in attracting the business in the intensely competed hospitality segment.

Smt.V. Kavitha Dutt is also focused on Corporate Social Responsibility of the company by contributing to the organizations involved in environment friendly initiatives (ESG).

2. Past remuneration:

Financial Year	Dr. V.L. Indira Dutt (Amount rounded off to Rs. in Lakh)	Smt.V.Kavitha Dutt (Amount rounded off to Rs. in Lakh)
2021-22	779	584
2020-21	823	617
2019-20	154	167

3. Recognition or Awards:

Under the dynamic leadership of Dr. V.L. Indira Dutt and Smt.V. Kavitha Dutt, The KCP Limited has been winning awards year on year. The notable awards won recently are:

- CII 20th National award for excellence in Energy Management
- Award for efficiency in Cost Management to Cement Production Unit, Muktyala.
- Excellence in Sustainability Award.
- CII National award for innovative ideas in Green school programme, 2019.
- Received a Certification of appreciation from the Board of Indirect Taxes and Customs, of Ministry of Finance for prompt filing and payment of GST for the financial year 2021-2022 in the State of AP.

4. Job Profile and their suitability:

Dr. V.L. Indira Dutt and Smt.V. Kavitha Dutt as Chairperson & Managing Director and Joint Managing Directors of the company directs the overall affairs and operations of the Company guiding the supervision and control of the Board of Directors. They are involved in strategic planning, policy making, vision and strategy and long-term development activities of the Company. They have been instrumental in taking the Company from strength to strength to its present position.

5. Remuneration proposed: As stated in the Resolutions proposed as Item No. 1 and 2 of the Notice.

6. Comparative remuneration policy with respect to industry, size of the company, profile of the position and person:

The remuneration as proposed for Dr.V.L. Indira Dutt and Smt.V. Kavitha Dutt is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and diverse nature of its businesses.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

Besides the remuneration proposed, Dr.V.L. Indira Dutt and Smt.V. Kavitha Dutt does not have any pecuniary relationship with the Company and they form part of the Promoter Group of the Company.

Dr. V.L. Indira Dutt, Chairperson & Managing Director of the company holds 1,00,14,970 equity shares in the share capital of the Company.

Smt. V. Kavitha Dutt Joint Managing Director of the company holds 13,60,000 equity shares in the share capital of the Company.

III. Other information:

- 1. Reasons of loss or inadequate profits:** The Company is passing a **Special Resolutions** pursuant to the sub-section (1) of Section 197 of the Companies Act, 2013 as a matter of abundant precaution as the profitability of the Company may be impacted adversely in future due to business environment during the period for which remuneration is payable to Dr. V.L. Indira Dutt and Smt. V. Kavitha Dutt.
- 2. Steps taken or proposed to be taken for improvement:** The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium cement producer, dealer distribution network and committed customer base are also expected to enable the Company to position itself during adversities. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line.
- 3. Expected increase in productivity and profits in measurable terms:** The Company has been aggressively pursuing and implementing its strategies to improve financial performance.

IV. Disclosures:

1. Remuneration package of the managerial person:

As detailed in Resolutions proposed as Item No 1 and Item No 2 of the Notice.

2. Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2021-22:

The requisite details of remuneration of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2021-22 of the Company.
