



THE K.C.P. LIMITED

CIN: L65991TN1941PLC001128

Registered Office: Ramakrishna Buildings,
2, Dr. P.V. Cherian Crescent, Egmore, Chennai 600 008. INDIA

Phone: +91-44-6677 2600 Fax: +91-446677 2620

Email: corporate@kcp.co.in www.kcp.co.in

Notice of 76th Annual General Meeting

NOTICE IS HEREBY GIVEN that the 76th Annual General Meeting of the company will be held on Thursday, 31st August, 2017 at 10.15 am at the Registered Office of the company at "Ramakrishna Buildings" No. 2, Dr. P.V. Cherian Crescent, Egmore, Chennai-600008, to transact the following business:

ORDINARY BUSINESS

- 1) To receive consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, the Audited Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.
- 2) To declare Dividend for the year 2016-17.
- 3) To appoint a Director in the place of Dr.V.L.Dutt (DIN:00143013), Chairman and Managing Director of the Company who retires by rotation and, being eligible, offers himself for re-appointment and for the said purpose to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT Dr.V.L.Dutt (DIN:00143013), Chairman and Managing Director of the Company, who retires by rotation be and is hereby re-appointed as Director of the Company liable to retire by rotation".

- 4) To appoint Auditors of the company, to fix their remuneration and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to Section 139 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, M/s. K.S. Rao & Co, Chartered Accountants, Hyderabad (Firm registration No.003109S) be and are hereby appointed as the Auditors of the Company in place of the retiring Auditors M/s. Brahmayya & CO., Chartered Accountants, Vijayawada (Firm registration No.000513S) and M/s. K.S. Rao & Co, shall hold office from the conclusion of this Annual General Meeting of the company for term of consecutive four years till conclusion of the 81st Annual General Meeting of the company (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company and applicable taxes."

SPECIAL BUSINESS

Ratification/Confirmation of the remuneration of the Cost Auditors:

- 5) To consider and pass the following resolution with or without modification/s as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of Cost Auditors appointed to conduct the audit of cost records maintained by the Company for the Financial Year 2017-18."

Sl. No	Name of the Cost Auditor	Product(s)	Audit fees
1.	M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad	Cement	Rs. 3,50,000/- plus out-of pocket expenses.
2.	M/s. S. Mahadevan & Co, Cost Accountants, Chennai	Machinery and Mechanical appliances used in Defence, Space and Atomic energy sectors	Rs. 1,50,000/- plus out-of pocket expenses.

NOTES:

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

PROXY:

- 2) A Member entitled to attend and Vote at the Annual General Meeting (AGM) is entitled to appoint a Proxy to attend and vote **On Poll** on His / Her behalf and the Proxy need not be a Member of the Company.

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument

of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting.

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

- 3) Members/Proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
- 4) The Annual Report of the company and other documents proposed to be sent through e- mail would also be made available on the Company's website at www.kcp.co.in
- 5) Register of Directors and key managerial personnel and their shareholding maintained under section 170 of the companies Act, 2013 will be available for inspection by the members at the meeting.
- 6) Register of contracts or arrangements in which directors and Key managerial personnel are interested Maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the registered office of the Company.
- 7) Pursuant to the provisions of Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will remain closed from 25th August, 2017 to 31st August, 2017 (both days inclusive).
- 8) Pursuant to the provisions of Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form No.SH.13 (which will be made available on request) to the Registrar and Share Transfer Agents (RTA).
- 9) Members must quote their Folio Number/ Demat Account number and contact details such as email address, contact number etc in all correspondence with the Company/ Registrar and Share Transfer Agents.
- 10) Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically by sending an e-mail with RTA (yuvraj@integratedindia.in) or with the Company (investor@kcp.co.in).
- 11) Dividend, if declared in the meeting will be paid on or after September 8,2017.
- 12) **E-Voting:**
 - (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (LODR) Regulations, 2015 the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - (ii) The facility for voting through Ballot shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote

e-voting shall be able to vote at the Meeting through Ballot.

- (iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (iv) The Company has engaged the services of National Securities Depository Limited (NSDL) as the Agency to provide e-voting facility.
- (v) The Board of Directors of the Company has appointed Sri. R. Balasubramaniam (FCS: 2397) Company Secretary in practice as Scrutinizer to scrutinise voting by the Ballot and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- (vi) August 24, 2017 will be the cut off date for the purpose of e-voting.

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

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

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

signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at **balu_comsec@yahoo.com** with a copy marked to **evoting@nsdl.co.in**.

- (xiii) However, if you are already registered with NSDL for e-voting, you can use your existing User ID and password for casting your vote.
- (xiv) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

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

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

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

- (ii) Please follow the steps above, to cast your vote.
- (iii) The Remote e-voting period commences from 9.00am (IST) on 27/08/2017 and ends on 5pm (IST) on 30/08/2017.
- (iv) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by National Securities Depository Limited (NSDL) upon expiry of aforesaid period.
- (v) The Scrutinizer, after scrutinising the votes cast at the meeting (Ballot) and through remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman.

The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.kcp.co.in and on the website of NSDL <https://www.evoting.nsdl.com>.
- (vi) The results shall simultaneously be communicated to the Stock Exchanges.
- (vii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 31st August, 2017.
- (viii) In case of any query pertaining to e-voting, please visit Help & FAQ's section available at NSDL website [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com).

13) Payment of dividend through ECS:

We recommend to our valued shareholders to make use of Electronic Clearing Services (ECS) / National Electronic Clearing Services (NECS Scheme) of Reserve Bank of India (RBI) for dividend payment. A shareholder availing this Scheme can receive dividend directly into his bank account and avoid hassles relating to handling of physical warrants besides elimination of risk of loss in postal transit/fraudulent encashment of warrants. In view of the conveniences which ECS/NECS offer, we request you to register the same by sending a duly signed request letter along with

a cancelled cheque to our Registered office/ Registrar & Share Transfer Agents M/s Integrated 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).

- 14) 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, email yuvraj@integratedindia.in.
- 15) Shareholders who have not yet en-cashed their dividend warrants for the years 2010-2016 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 to the IEP Fund is given below:-

Financial Year	Type of Dividend	Dividend Declaration Date (AGM date/BM date for interim)	Due date for remittance to IEPF (7 years)
2010-11	First interim Dividend	26-Aug-10	26-Aug-17
	Second interim Dividend	27-Oct-10	27-Oct-17
	Third interim Dividend	24-Jan-11	24-Jan-18
	Final Dividend	27-Jul-11	27-Jul-18
2011-12	First Interim Dividend	30-Aug-11	30-Aug-18
	Second Interim Dividend	7-Nov-11	7-Nov-18
	Third Interim Dividend	6-Feb-12	6-Feb-12
	Final Dividend	13-Aug-12	13-Aug-19
	70th Year Special Dividend	13-Aug-12	13-Aug-19
2012-13	First Interim Dividend	17-Sep-12	17-Sep-12
	Second Interim Dividend	25-Oct-12	25-Oct-19
2013-14	Final Dividend	8-Aug-13	8-Aug-20
	Final Dividend	11-Aug-14	11-Aug-21
2014-15	Final Dividend	12-Aug-15	12-Aug-22
2015-16	Interim Dividend	10-Mar-15	10-Mar-22

- 16) Section 124(6) of the Companies Act, 2013 provides that, all shares in respect of which dividend has not been claimed by the shareholders for seven consecutive years or more shall be transferred by them in the name of 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') notified by the Ministry of Corporate Affairs (MCA) vide notification dated Feb. 28, 2017 the company has initiated the procedure for transfer of such shares to Demat account of IEPF authority.

- 17) Members seeking any information relating to the Accounts may write to the Company at "Ramakrishna Buildings" 2 Dr. P.V. Cherian Crescent, Egmore, Chennai-600008, Ph No.044-66772622, Fax No.044-66772620, email :investor@kcp.co.in, for the attention to Company Secretary at least seven days before the date of the Annual General Meeting.
- 18) All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours between 11.00 a.m. and 1.00 p.m. except in holidays up to and including the date of the Annual General Meeting of the Company.

For and on behalf of the Board of Directors

Place: Chennai **(V.L. DUTT)**
Date: 22nd May, 2017 Chairman and Managing Director

Explanatory Statement under Section 102(1) of the Companies Act, 2013.

ITEM NO. 5

Ratification/Confirmation of the remuneration of the Cost Auditors:

The Board of Directors of the company, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018 on remuneration as set out in the table below:

Sl. No	Name of the Cost Auditor	Product	Audit fees
1.	M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad	Cement	Rs. 3,50,000/- plus out-of-pocket expenses.
2.	M/s. S. Mahadevan & Co, Cost Accountants, Chennai	Machinery and Mechanical appliances used in Defence, Space and Atomic energy sectors	Rs. 1,50,000/- plus out-of-pocket expenses.

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

Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors

Your Directors recommend the resolution for your approval.

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

For and on behalf of the Board of Directors

Place: Chennai **(V.L. DUTT)**
Date: 22nd May, 2017 Chairman and Managing Director

1. Details of the Director seeking re-appointment / appointment at the Annual General Meeting

Name of the Director	Dr.V.L.Dutt
Date of Birth	27/12/1937
Date of Appointment	03/04/1970
Qualification	Grad. B.I.M.
Directorships held with other compaines.	Fives Cail - KCP Limited - Chairman KCP Vietnam Industries Limited - Chairman.
Chairman / Member of the Committees of the Company	Finance committee (Chairman) Nomination and Remuneration committee (Member)
Relationship with other Directors	Spouse of VL Indira Dutt, Father of Kavitha Dutt and not related to any other Director/KMP of the Company.
Shareholding in the Company	6005569 Equity Shares.

2. Brief profile of M/s K.S. Rao & Co, Chartered Accountants, Hyderabad is placed on the website of the Company: www.kcp.co.in.

3. Route map for the venue of 76th Annual General Meeting

