



THE K.C.P. LIMITED

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

Ph: 66772600, Fax: 66772620 www.kcp.co.in, E-mail: investor@kcp.co.in

CIN: L65991TN1941PLC001128

Notice of 79th Annual General Meeting

NOTICE IS HEREBY GIVEN that the 79th Annual General Meeting of the company will be held on on **Friday 4th September, 2020 at 10-15 am** at the Registered Office of the company at “Ramakrishna Buildings” No. 2, Dr. P.V. Cherian Crescent, Egmore, Chennai-600008, through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General circular No. 20/2020, 14/2020 and 17/2020 dated 5th May, 2020, 8th April, 2020 and 13th April, 2020 respectively, to transact the following business:

ORDINARY BUSINESS

1) Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2020 and the Reports of Directors’ and Auditors’ thereon.

2) Declaration of Dividend

To consider, declaration of Dividend for the year 2019-20

3) Re-appointment of the Director retiring by rotation

To appoint a Director in the place of Smt.V.Kavitha Dutt (DIN:00139274), Director of the Company who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

4) Ratification of the remuneration of the Cost Auditors viz. M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad and M/s. S. Mahadevan & Co, Cost Accountants, Chennai for the financial year ending 31st March, 2021.

To consider and if thought fit, to pass the following resolution 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 2020-21.”

Sl. No	Name of the Cost Auditor	Product	Audit fees
1.	M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad	Cement	Rs. 600,000/- plus out-of pocket expenses and applicable taxes
2.	M/s. S. Mahadevan & Co, Cost Accountants, Chennai	Engineering	Rs. 250,000/- plus out-of pocket expenses and applicable taxes.

5). To consider the appointment of Sri.V.Chandra Kumar Prasad as Non-executive Non – Independent Director of the company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (LODR) Regulations, 2015 as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Sri.V.Chandra Kumar Prasad (DIN: 8744154), in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Sri.V.Chandra Kumar candidature for the office of the Director, be and is hereby appointed as a Non-executive, Non Independent Director of the Company, liable to retire by rotation.

“**FURTHER RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations, 2018”), the approval of the members be and is hereby accorded for appointment of Sri.V.Chandra Kumar Prasad (DIN: 8744154) who has attained the age of 75 (seventy five) years as an Non- Independent Non-Executive Director of the Company.”

“**FURTHER RESOLVED THAT** the Board of Directors of the Company (including its Committee thereof), be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6). To consider the appointment of Dr.Subbarao Vallabhaneni as Non-executive Non – Independent Director of the company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (LODR) Regulations, 2015 as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Dr.Subbarao Vallabhaneni (DIN: 8746927), in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Dr.Subbarao Vallabhaneni candidature

for the office of the Director, be and is hereby appointed as a Non-executive, Non Independent Director of the Company, liable to retire by rotation.

“FURTHER RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations, 2018”), the approval of the members be and is hereby accorded for continuation of Dr.Subbarao Vallabhaneni (DIN: 8746927) after attaining the age of 75 (seventy five) years as a Non-Independent Non-Executive Director of the Company.”

“FURTHER RESOLVED THAT the Board of Directors of the Company (including its Committee thereof), be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7). To consider the appointment of Sri.Ravi Chitturi as Non-executive Non – Independent Director of the company.

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (LODR) Regulations, 2015 as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Sri.Ravi Chitturi (DIN: 00328364), in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Sri.Ravi Chitturi candidature for the office of the Director, be and is hereby appointed as a Non-executive, Non Independent Director of the Company, liable to retire by rotation.

“FURTHER RESOLVED THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

8) To consider the approval of Transactions with Related parties under section 188 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions if any, of the Companies Act, 2013 (the Act) if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contracts and/or agreements with parties as

detailed in table forming part of the explanatory statement annexed to the notice with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials services or property of the company, or its subsidiary or associate company or any other transactions of whatever nature for a period of 5 years.

“FURTHER RESOLVED THAT the Board of Directors of the company, be and is hereby authorised to determine the actual sums to be involved in the transaction, to increase the value of the transactions (up to 10% over and above the said amounts) and to finalise the terms and conditions including the period of transactions and all other matters arising out of or incidental to the proposed transactions and generally to do all acts deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution”.

Notes:

- 1). In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- 2). The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed as **Annexure - 1**
- 3). Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.
 - Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 4). 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.
- 5) In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/

Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.kcp.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>

- 6) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 7) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice
- 8) The Company has been maintaining, inter alia, the following statutory registers at its registered office at 2, Ramakriashna Buildings, Egmore, Chennai:
 - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the Annual general meeting.
- 9) 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 **29th August, 2020 to 4th September, 2020** (both days inclusive).
- 10) 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.
- 11) 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.
- 12) 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).
- 13) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e 28th August, 2020.
- 14) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may

obtain the login ID and password by sending a request at evoting@nsdl.co.in.

15) **E-Voting:**

- (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Annual General Meeting.

For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.

The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

- (ii) The remote e-voting period begins on **1st September, 2020 at 9 A.M.** and ends on **3rd September, 2020 at 5 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter.
- (iii) **The instructions for members for e-voting on the day of the Annual General Meeting (AGM) are as under:-**
 1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned for remote e-voting.
 2. Only those Members/ shareholders, who will be present in the Annual General Meeting 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.
- (iv) The Board of Directors of the Company have appointed M/s A.K.Jain & Associates, Company Secretaries, Chennai as Scrutinizer to scrutinise the remote e-voting process and e-voting on the day of Annual General Meeting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
- (v) Instructions and other information relating to remote e-voting:

- (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, Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to info@akjainassociates.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.
- (xv) The members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- (xvi) The Scrutinizer, after scrutinising the votes cast at the AGM 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 Chairperson & Managing Director. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company **www.kcp.co.in**.
- (xvii) The results shall simultaneously be communicated to the Stock Exchanges.
- (xviii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e 4th September, 2020.
- (xix) 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).

16. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

3. Members are encouraged to join the Meeting through Laptops for better experience.

4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

5. 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.

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 5.00 PM (IST) on Tuesday, 1st September 2020. 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.

17. 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 Tuesday 1st September, 2020. 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 Tuesday 1st September, 2020.

18) **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).

19) 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>.

20) Shareholders who have not yet en-cashed their dividend warrants for the years 2012-18 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	Type of Dividend	Dividend Declaration Date (AGM date/BM date for interim)	Due date for remittance to IEPF (7 years)
2012-13	Final Dividend	8-Aug-13	8-Aug-20
2013-14	Final Dividend	11-Aug-14	11-Aug-21
2014-15	Final Dividend	12-Aug-15	12-Aug-22
2015-16	Interim Dividend	10-Mar-16	10-Mar-23
2016-17	Final Dividend	31-Aug-17	31-Aug-24
2017-18	Final Dividend	30-Jul-18	30-Jul-25

21) 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 2019-20 is provided in Corporate Governance Report.

For and on behalf of the Board of Directors

(Dr.V.L. INDIRA DUTT)

Chairperson & Managing Director

Place: Chennai

Date: 18th June, 2020

Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 annexed to and forming part of the Notice dated 18th June, 2020:

ITEM NO. 4

Ratification 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, 2021 on remuneration as set out in the resolution:

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.

ITEM NO. 5

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Sri.V.Chandrakumar Prasad (DIN: 8744154) as an Additional Director from 18th June, 2020. In terms of Section 161(1) of the Companies Act, 2013 read with Article 103 of the Articles of Association of the Company, Sri.V.Chandrakumar holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting.

Sri.V.Chandrakumar, being eligible has offered himself for appointment as a Director.

The Company received notice from a shareholder under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Sri.V.Chandrakumar for the office of Director of the Company.

Sri.V.Chandrakumar, aged 76 years, US national (NRI) is a B.S. in Chemistry from Loyola College, Chennai and M.S. in Chemical Engineering (Major) and Economics, Finance and Industrial Psychology as other subjects from Steven's Institute of Technology, New Jersey (USA) and has attended Special courses in Low acid food canning (university of Maryland), Increase productivity in Manufacturing (New Jersey Institute of Technology) and SAP for procurement/Engineering (Nestle University, USA).

Mr.Prasad held several jobs in BUITONI Foods (Head quartered in Italy), from 1969-1991 reporting directly to the CEO of the organisation ranging from Production leader to Director of procurement and played key role in setting up of three green field food factories for BUITONI Foods in USA.

On acquisition of Buttoni Foods by NESTLE Switzerland, Mr.Prasad joined as Corporate Project Engineer and Procurement Manager with NESTLE (USA), during 1992-2015, he has handled 60 factories in US and across the globe as Project Leader for NESTLE.

During his employment Mr.Prasad received several appreciations/awards like:

- NESTLE "STAR TEAM" leader award for completing the largest project.
- BUITONI star performer (1975)
- NESTLE very best (1998)
- NESTLE very best spirit(2003)

Sri V. Chandra Kumar is a Director on the Board of Fives Cail KCP Limited.

The other details of Sri.V.Chandrakumar in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice as Annexure – 1.

Pursuant to Regulation 17 (1A) of the SEBI (LODR) Regulations, 2015, No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

The Board of Directors is of the opinion that Sri.V.Chandrakumar's vast knowledge and varied experience

will be of great value to the Company and has recommended the Resolution at Item No.5 of this Notice relating to his appointment as a Director, liable to retire by rotation as Special Resolution for your approval.

Sri.V.Chandrakumar holds **NIL** Equity shares in the company.

Except, Sri.V.Chandrakumar, Dr.V.L.Indira Dutt, Chairperson & Managing Director and Smt.V.Kavitha Dutt, Joint Managing Director none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution at Item No.5 of the Notice.

ITEM NO. 6

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Dr.Subbarao Vallabhaneni (DIN: 0008746927) as an Additional Director from 18th June, 2020. In terms of Section 161(1) of the Companies Act, 2013 read with Article 103 of the Articles of Association of the Company, Dr.Subbarao Vallabhaneni holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting.

The Company received notice from a shareholder under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Dr.Subbarao Vallabhaneni for the office of Director of the Company.

Dr.Subbarao Vallabhaneni MD, FACS, aged 73 years, US national (NRI) is a physician by profession.

He has received MBBS degree from Andhra University and Completed residency in General Surgery at ST. Joseph's Hospital and Medical Center in Paterson, NJ.USA. the Board Certified him in General Surgery and became a fellow of the American College of Surgeons.

He was in private practice during the years 1977 – 2008 and afterwards retired from the Practice.

Dr.Subbarao Vallabhaneni holds 75,930 Equity shares in the company jointly with his wife.

Pursuant to Regulation 17(1A) of the SEBI (LODR) Regulations, 2015, No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

The Board of Directors is of the opinion that Dr.Subbarao Vallabhaneni's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.6 of this Notice relating to his appointment as a Director, liable to retire by rotation as Special Resolution for your approval.

The other details of Dr.Subbarao Vallabhaneni in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice as Annexure - 1.

Except, Dr.Subbarao Vallabhaneni, Dr.V.L.Indira Dutt, Chairperson & Managing Director and Smt.V.Kavitha Dutt, Joint Managing Director none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution at Item No.6 of the Notice.

ITEM NO. 7

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Sri.Ravi Chitturi (DIN: 00328364) as an Additional Director from 18th June, 2020. In terms of Section 161(1) of the Companies Act, 2013 read with Article 103 of the Articles of Association of the Company, Sri.Ravi Chitturi holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting.

Sri.Ravi Chitturi, being eligible has offered himself for appointment as a Director.

The Company received notice from a shareholder under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Sri.Ravi Chitturi for the office of Director of the Company.

Sri.Ravi kumar Chitturi, aged 53 years holds a Bachelor degree in Mechanical Engineering from Anna University and MS (Computer Science) from Alabama A & M University, Huntsville, AL, USA.

He worked as Manufacturing Engineer with Madras Engineering Industries (P) Limited, Senior Technology Analyst with Republic New York Corporation (presently HSBC Republic USA).

He was the Managing Director of KCP Technologies Limited.

He is being associated with KCP Engineering Division as principle consultant on behalf of KCP Technologies Limited.

Sri.Ravi Chitturi is a Director on the Boards of KCP Technologies Limited, BGE Engineering India Private Limited and KCP Vietnam Industries Limited.

The other details of Sri.Ravi Chitturi in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice as Annexure - 1.

The Board of Directors is of the opinion that Sri.Ravi Chitturi's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.7 of this Notice relating to his appointment as a Director, liable to retire by rotation as Ordinary Resolution for your approval.

Sri.Ravi Chitturi holds **NIL** Equity shares in the company.

Except, Sri.Ravi Chitturi, Dr.V.L.Indira Dutt, Chairperson & Managing Director and Smt.V.Kavitha Dutt, Joint Managing Director none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution at Item No.7 of the Notice.

ITEM NO. 8

Approval of transactions with Related Parties:

The Company has got the approval of the shareholders in the 74th Annual General Meeting of the company held on 12th August 2015 under Section 188(1) of the Companies Act, 2013 and rules made there under for entering into certain transactions with related parties as detailed in table below from serial number (1) – (13) by way of Ordinary resolution for a period of 5 years;

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

SL. No.	Name of the Relate Party	Nature of relationship	Nature of the transaction	Proposed for the year 2020-2021
1	KCP Vietnam Industries Limited	Subsidiary company	Sales and Services	25,00,000
2	Fives Cail KCP Limited	Joint Venture	Purchases	25,00,000
3	Fives Cail KCP Limited	Joint Venture	Lease Rentals	2,50,00,000
4	KCP Technologies Limited	Associate Company	Purchases	1,00,000
5	KCP Technologies Limited	Associate Company	Leasing of property	3,00,000
6	V R & Sons Private Limited	Associate Company	Leasing of property	75,000
7	Dr. V.L. Indira Dutt	Chairperson & Managing Director (CMD), Wife of Dr. V.L. Dutt and Mother of Smt. V. Kavitha Dutt	Lease rentals	3,00,00,000
8	Smt. Uma. S. Vallabhaneni	Sister of CMD	Lease rentals	2,50,00,000
9	Smt.V. Rama Kumari	Sister of CMD	Lease rentals	2,50,00,000
10	Bala Tripurasundari Ammavaru Trust	CMD is Trustee	Lease rentals	2,50,00,000
11	Sri. V. Chandrakumar	Brother of MD	Lease rentals	80,00,000
12	Smt. V. Kavitha Dutt	Joint Managing Director	Lease rentals	7,00,000
13	V. Ramakrishna Charitable Trust	Trustees	Lease Rentals	25,000

The lease rentals for the transactions in serial numbers (7) to (12) are pertaining to lands taken on lease by the Company from the parties related to the management of the company in the year 1972 for 99 years for an extent of Ac.1314.67 Cents of lands in Muktyala and Dondapadu Villages by way of lease deed executed by the company with the Lessors.

Originally Clause 4(i) of the terms of the said lease deed the yearly lease rent is payable to the lessors as follows:

For the Lands where mining license is obtained:

- ❖ 25% of the annual Dead rent payable by the lessee to the government or
- ❖ 25% of the royalty per ton payable by the lessee to the government whichever is higher.

For the Lands where mining license is not obtained:

- ❖ Till the lessee get the mining license the lessee shall pay a lease rent of Rs.10 per Acre to the lessors.

The company has obtained mining license for the lands to a total extent of Ac.866.37 cents and started mining activities.

At the 78th Annual General Meeting of the company held on 7th August, 2019, the shareholders of the Company have approved for payment of revised lease rent of Rs.5000/- per acre for year for the lands where mining license is not obtained and authorised the company to enter revised Lease agreements.

The company has entered the revised lease agreements with the following parties for a period of 53 years w.e.f. 01.04.2019.

Sl. No.	Name	Nature of relationship	Extent Ac.Cts (Revised)
1.	Dr. V.L. Indira Dutt	Chairperson & Managing Director (CMD), Wife of Dr. V.L. Dutt and Mother of Smt. V. Kavitha Dutt	47.21
2.	Sri. V. Chandra Kumar	Brother of CMD	68.43
3.	Smt. Uma S. Vallabhaneni	Sister of CMD	63.86
4.	Smt. V. Rama	Sister of CMD	87.26
	Total		266.76

Board of Directors of the Company recommends the resolution at Item No. 8 of the Notice for approval of Members as the above transactions are in the best interest of the company, as the company wants to acquire lands for mining, they typically must purchase the land, and then start mining limestone for use in their Cement Units. Often the land contributes significantly to the overall cost of the project and substantially increases the upfront development costs, with these lease agreements the company can drastically reduce its overall and upfront project costs in future.

The registered lease agreements (Revised) with said parties will be placed on the website of the company www.kcp.co.in.

Except Dr. V.L. Indira Dutt, Chairperson & Managing Director, Sri.V.Chandra Kumar Prasad, Dr.Subbarao Vallabhaneni, Sri.Ravi Chitturi and Smt.V. Kavitha Dutt, Joint Managing Director of the company none of the Directors, Key Managerial Persons of the Company and their relatives is/are concerned or interested in the resolution.

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

Place: Chennai
Date: 18th June, 2020

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	Smt. V. Kavitha Dutt	Sri. Vasireddy Chandrakumar Prasad	Sri. Subbarao Vallabhaneni	Sri. Ravi Chitturi
DIN	00139274	008744154	008746927	00328364
Date of Birth and Age	17/05/1971	13/01/1943	05/01/1947	17/11/1965
Qualifications	BBA from Cedar Crest College, Allentown, Pennsylvania, USA, PGDHRM – New York University	M.S. (Chemical Engineering) from Steven’s Institute of Technology, New Jersey (USA).	MBBS from Andhra University. Fellow of the American College of Surgeons.	B.E. (Mechanical) from Anna University and MS (Computer Science from Alabama A& M University, USA.
Experience and Expertise in specific functional area	She has over 16 years’ experience and has significantly contributed at all levels of management, including in particular overseeing new projects, financial and human resources management of the company.	Mr.Chandra Kumar Prasad held several jobs from 1969-91 with BUITONI Foods and from 1992-2015 with NESTLE (USA) .	He was in Private Practice for more than 30 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	13,00,000	-	75930	-
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.	As per the terms of Resolution proposed for the approval of the shareholders.
Inter-se relationships between • Directors; • Manager; • Key Managerial Personnel	Daughter of Dr. V.L. Indira Dutt, Chairperson & Managing Director of the company	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 2019 – 20 as on date of Notice	4/5 Board meetings attended during the year 2019-20.	-	-	-

Chairperson / Member of the Statutory Committee(s) of Board of Directors of The KCP Limited	Chairperson of Risk Management Committee and Member of Audit Committee, CSR Committee, Finance Committee, Innovation and Best Practices Committees of the company.	-	-	-
Other Companies in which she is a Director	<ol style="list-style-type: none"> 1. DCM Shriram Industries Ltd, 2. Apollo Hospital Enterprises Limited, 3. Centum Electronics Limited. 3. ABI Showatech Limited, 4. V.Ramakrishna Sons Pvt Ltd 5. KCP Vietnam Industries Ltd. 6. Fives-Cail KCP Limited. 	Director in Fives-cail KCP Limited.		Director of <ol style="list-style-type: none"> 1. KCP Technologies Limited. 2. KCP Vientam Industries Ltd., 3. Bridgegap Engineering India Pvt Ltd