

The KCP Limited

"Ramakrishna Buildings",
2, Dr. P.V. Cherian Crescent, Egmore, Chennai - 600 008. India
Phone: +91 44 66772600 | Fax: 66772620 | E-Mail: investor@kcp.co.in | www.kcp.co.in
CIN: L65991TN1941PLC001128

Notice of 84th Annual General Meeting

NOTICE IS HEREBY GIVEN that the 84th Annual General Meeting of the company (AGM) will be held on Monday, the 11th August 2025 at 10-30 a.m. (IST) 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"), to transact the following business:

Ordinary Business

Item no. 1:

Adoption of Audited Financial Statements

To receive, consider and adopt:

- the Audited Standalone Financial Statements for the financial year ended 31st March, 2025 and the Reports of Directors' and Auditors' thereon.
- the Audited Consolidated Financial Statements for the financial year ended 31st March, 2025 and the Reports of Auditors' thereon.

Item no. 2:

Declaration of Dividend

To declare dividend on equity shares for the year ended 31st March, 2025.

Item no. 3:

Re-appointment of Director

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

Special Business:

Item no. 4:

Appointment of Secretarial Auditor

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

"RESOLVED THAT pursuant to provisions of Sections 204 and 179(3) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment thereof for time being in force) and circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and the Board of Directors, Smt. Sobana Pranesh (FCS: 9825, CP No.2403 and Peer review No. 2288/2022) be and is hereby appointed as the Secretarial Auditor for the Company, to hold office for a term of five consecutive years i.e. from financial year 2025-2026 to financial year 2029-2030, on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditor.

FURTHER RESOLVED THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

Item no. 5:

Ratification of the remuneration of the Cost Auditors for the financial year ending 31st March, 2026

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad and M/s. S. Mahadevan & Co, Cost Accountants, Chennai the

Cost Auditors appointed by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026 be paid the remuneration as set out below:

Sl. No	Name of the Cost Auditor	Product	Audit fees
1.	M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad	Cement	Rs. 8,50,000/- plus tax as applicable and reimbursement of out-of-pocket expenses
2.	M/s. S. Mahadevan & Co, Cost Accountants, Chennai	Engineering	Rs.3,00,000/- plus tax as applicable and reimbursement of out-of-pocket expenses.

“FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution.”

Item no. 6:

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), 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, for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken

together or otherwise), with the related parties , as per the details set out in the explanatory statement annexed to this 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, material services or property of the company, or its subsidiary or associate company or any other transactions of whatever nature for a period of 5 (five) years.

“FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

Item no. 7:

Amendment to Objects clause of the Memorandum of Association 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 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the statutory authorities (if any), to append following Clauses 29 to 41 after Clause 28 of the Memorandum of Association of Company:

29. To purchase or otherwise acquire, any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in partnership with any person(s) or body corporate or partnership Firm and to develop and construct thereon commercial complex or complex(es) either singly or jointly or in partnership, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).
30. To purchase or otherwise acquire, take on lease or in exchange, hire or otherwise acquire, an interest in any movable or immovable property including industrial, commercial, residential, agricultural or farm lands, plots, building,

houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within India, to divide the same into suitable plots, and or to rent or sell the plots to the people for building houses, bungalows and business premises and to build residential houses and business premises and colonies and rent or sell the same to the public and realize consideration thereof in lump sum or easy instalments or by hire purchase system or otherwise.

31. To purchase, sell and otherwise carry on the businesses of builders, contractors, developers, architects, engineers, Real Estate agents, decorators, surveyors, Merchants and dealers in stone, sand cement, bricks, timber, iron and steel, hardware and other building requisites, bricks and tiles and terra cotta markers, job makers, carriers, house and estate agents.
32. To purchase for investment or resale and to trade in land and house and other immovable property of any tenure and any interest therein and to create, sell and deal in freehold and leasehold lands, and to make advances upon the Security of land or house, or other property or any interest therein and to deal in trade by way of sale, lease exchange, or otherwise land and house property and any other immovable property whether real or otherwise.
33. To acquire by purchase, lease, exchange, or otherwise land buildings and hereditaments of any tenure of description situate in India, any estate or interest therein and any rights over or connected with land so situated and to turn the same to account as may seem expedient, and in particular by preparing building site and by constructing, reconstructing, altering, improving decorating, finishing and maintaining offices, flats, houses, factories, warehouses, shops, wharves, buildings, works and conveniences of all kinds and by consolidating or connecting or sub-dividing properties and by leasing and disposing of the same.
34. To construct, purchase, develop or otherwise acquire, foreclose, purchase on auction, hire, lease, sell or sell on hire purchase system any buildings, houses, bungalows, factories, sheds, recreational clubs and facilities including golf course, sports and social clubs, trade premises, plant, machinery, public buildings, lands, farms, or any other kind of asset, estate or property (movable or immovable rights) or chose in auction and to carry on the business as proprietors, developers, builders, managers, operators, hirers and dealers of land and all kinds of movable and immovable properties.
35. To carry on the businesses of quarry proprietors, stone and granite merchants, dealers, exporters and contractors of, and to search for, get, mine, raise, make marketable, use, sell and dispose of granite, stone, coal, minerals and mineral substances and products and to prepare, manufacture and deal in cement paving blocks, tar, macadam, bituminous road materials and all or any other of the materials or things which the Company may require or which may be useful for carrying on any of the above mentioned businesses.
36. To search for and to purchase or otherwise acquire from any Government, State or Authority any licenses, concessions, grants, decrees, rights, powers and privileges which may seem to the Company capable of being turned to account and to work, develop, carryout, exercise and turn to account the same.
37. To provide for the welfare of employees or ex-employees of the Company and the their families or dependents of such persons by building or contributing to the building of houses, dwellings, chawls or by grants of money, pensions, allowances, gratuities, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other funds, institutions and trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and assistance as the Company may think fit.
38. To carry on, either in connection with the business aforesaid or as distinct or separate businesses, the businesses of manufacturing, trading in all Building chemicals like IWL, SBR latex, Tile adhesives, Oil and Colour Paints of all types and all kinds including manufacturers and dealers in Lacquers, Enamels, Paints, Varnishes, Oils, Distempers, Dry Colours,

Minerals, Disinfectants, Turpentine, Painting Brushes, and/or any other item or items that can be manufactured or dealt with in connection with the Company's aforesaid business.

39. To acquire by purchase, lease, concession, grant licence or otherwise, such lands, buildings, minerals, waterworks plants, machinery, stock in trade, stores and spare parts, rights, privileges, easements and other property as may from time to time be deemed necessary for carrying on the business of the Company, and to build or erect upon any land of the Company howsoever acquired such manufactories workshops, warehouse offices, residences and other buildings and to erect such roads, tramways, railways branches, or siding ways, bridges, water courses, hydraulic works.
40. To carry on, either in connection with the business aforesaid or as distinct or separate businesses, Railway lines and sidings, business of all cement derivatives such as ready-mix concrete business, precast concrete, concrete products including blocks, pavers, building products made with the use of cement;
41. To carry on any other trade or business whatsoever as can in the opinion of the Company be advantageously or conveniently carried on by the Company by way of extension of or in connection or combination with any of the Company's business or as calculated, directly or indirectly, to develop all or any of branches of the Company's business or to increase the value of or turn to account any of the Company assets, property, or rights.

“FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

Notes for Members' Attention:

The Board of Directors of the Company at their meeting held on June 11, 2025 Have revised the Notice of the 84th Annual General Meeting Dated, May 28, 2025 by adding Business item 7 to the Notice.

1. The Ministry of Corporate Affairs (“MCA”) permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013”, General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to “Clarification on holding of AGM through VC/ OAVM, collectively referred to as “MCA Circulars”]
2. The Explanatory Statement setting out material facts concerning the business under Item Nos. 4 to 7 of the Notice is annexed hereto. [Section 102 of the Companies Act, 2013 (“Act”)] Further, the relevant details with respect to “Director seeking appointment and re-appointment at this AGM” are also provided as Annexure A. [Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India]
3. Notice of the AGM along with the Annual Report for financial year (“FY”) 2024-2025 is being sent by electronic mode to those Members whose e-mail IDs are registered with the Company or National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”), collectively (“Depositories”). [SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024, collectively referred as “SEBI Circulars”] The Notice and Annual Report FY 2024-2025 is available on the following websites (a) Company - http://kcp.co.in/downloads/financial-results/Annual_report_2025.pdf (b) BSE Limited - www.bseindia.com (c) National Stock Exchange of India Limited - www.nseindia.com and (d) NSDL - <http://www.evoting.nsdl.com>

4. **Registration for receiving Notice of the AGM and Annual Report:** Members whose e-mail IDs are not registered with the Company or Depositories may register the same on or before 5.00 p.m. (IST) on Monday, August 04, 2025, to receive Notice of this AGM and Annual Report for FY 2024-2025:
5. Institutional shareholders/Corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or Governing Body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail ID to akjainassociates@gmail.com with a copy marked to evoting@nsdl.com.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of determining the quorum. [Section 103 of the Act]
7. 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 proxy(ies) by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on Monday, August 04, 2025 (cut-off date) will be entitled to vote during the AGM.
9. **Registrar and Share Transfer Agent (RTA)**
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: 28140801/803 Email: corpserv@jepindia.com www.integratedindia.in CIN: U74900TN2015PTC101466
10. **Dividend for FY 2024-2025:** The Board of Directors at its meeting held on May 28, 2025, has recommended a Dividend of Re.0.25 (25%) per equity share. The Record Date fixed for determining entitlement of Members to dividend for the financial year ended March 31, 2025, if approved at the AGM, is August 04, 2025.

If the dividend is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or after Monday, September 01, 2025 as under:
 - i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories, as of close of business hours on Monday, August 04, 2025.
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Monday, August 04, 2025.
11. With effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/Company. [SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024]
12. Tax Deducted at Source ("TDS") on dividend: For the prescribed rates for various categories, please refer to the Income Tax Act, 1961 and the Finance Acts of the respective years. The shareholders are requested to update their PAN with the Depository Participants (DPs) (if shares held in dematerialized form) and the Company/RTA (if shares are held in physical mode). To avail exemption of TDS, shareholders are requested to submit required documents/declaration by updating at <https://www.integratedindia.in/ExemptionFormSubmission.aspx> by 11:59 p.m. IST on 11/08/2025. Members may also refer the e-mail sent to their registered e-mail ID for more details on submission of exemption documents.

Category of Shareholder	Document(s) to be submitted/uploaded
Resident individual shareholders with PAN* and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax	<ul style="list-style-type: none"> i. Form No. 15G or ii. Form No. 15H
Non-resident shareholders [including Foreign Portfolio Investors (FPIs)] who can avail beneficial rates under tax treaty between India and their country of tax residence	<ul style="list-style-type: none"> i. No Permanent Establishment Declaration ii. Beneficial Ownership Declaration iii. Tax Residency Certificate iv. Copy of electronically filed Form 10F v. Any other document which may be required

**If PAN is not correct/invalid/inoperative then tax will be deducted at higher rates and credit of TDS will not be available. [Section 206AA of the Income Tax Act, 1961]*

13. Unclaimed Dividends and IEPF:

Dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file web Form IEPF-5 for claiming the dividend and/or shares available on www.mca.gov.in. For further details, please refer to Corporate Governance Report which forms part of this Annual Report and FAQs of investor page on Company's website www.kcp.co.in

14. Members to intimate change in their details:

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile no., PAN, mandates, choice of nominations, power of attorney, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc.

- a. **For shares held in electronic mode:** to their DPs
- b. **For shares held in physical mode:** to the Company/RTA in prescribed Form ISR-1 and other forms. [SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023]

The facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. [Section 72 of the Act]

If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.kcp.co.in. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

15. Dematerialization of shares:

SEBI has mandated the Listed Companies to process service requests for issue of securities in dematerialized form only, subject to folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4. The Form is available on website of Company at www.kcp.co.in.

Transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/RTA for assistance in this regard. [Regulation 40(1) of the SEBI Listing Regulations]

16. Members holding more than one physical folios in identical order of names are requested to submit Form ISR-4 along with requisite KYC documents and share certificates to the Company/RTA for consolidation of holdings in one folio. The consolidated share certificate will be issued in dematerialized form only.
17. Members seeking any information with regard to the financial statements or any other matters to be placed at the AGM are requested to write to the Company on investor@kcp.co.in latest by Monday, August 04, 2025, from their registered e-mail ID, mentioning their name, DP ID and Client ID/Folio No. The same will be replied by the Company suitably.
18. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in this Notice or Explanatory Statement will be available electronically for inspection by the Members before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to investor@kcp.co.in.

19. Dispute Resolution:

SEBI has established a common Online Dispute Resolution Portal ("ODR Portal - <https://smartodr.in/login>") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal.

20. Instructions for e-voting and joining the AGM are as follows:

(A) VOTING THROUGH ELECTRONIC MEANS

- i. The Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. [Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to "e-voting Facility Provided by Listed Entities"]

- ii. The remote e-voting period commences on Sunday, Friday, August 08, 2025 from 9.00 a.m. (IST) and ends on Sunday, August 10, 2025 till 5.00 p.m. (IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, August 04, 2025, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from Friday, August 08, 2025 to Sunday, August 10, 2025 or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
- iii. 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 on such resolution again.
- iv. 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. The Register of Members Books of the Company shall remain closed from Tuesday, 5th August 2025 to Monday, 11th August 2025 (Both days inclusive).
- v. The Company has appointed Sri. Balu Sridhar (FCS 5869 and CP No. 3550), or failing him Sri. Anil Kumar Jain (FCS 4851 and CP No. 3283), partners, M/s A.K. Jain & Associates, Company Secretaries, Chennai to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
- vi. Any person holding shares in physical form and non-individual shareholders, 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 User ID and Password by sending a request at evoting@nsdl.com However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and Password for casting the vote. In case of individual shareholders holding securities in dematerialized mode and 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 follow steps mentioned under "Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialized mode."
- vii. The way to vote electronically on NSDL e-voting system consists of "Two Steps" as mentioned below:

Step 1: Login for e-voting system

Step 2: Casting of votes for Resolutions.

Details on Step 1 are mentioned below :

i) Login method for remote e-voting and joining the virtual meeting for individual shareholders holding securities in dematerialized mode

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on "e-voting facility provided by Listed Entities", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Login method for Individual Shareholders holding securities in dematerialized mode is given below:

Login Method

For Individual Shareholders holding securities in dematerialized mode with NSDL

A. OTP based login

1. For OTP based login click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
2. Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
3. Enter the OTP received on your registered email ID/mobile number and click on login.
4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.
5. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

B. NSDL IDeAS facility

If you are already registered, follow the below steps

1. 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.
2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.
3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services.
4. Click on “Access to e-voting” appearing on the left-hand side under e-voting services and you will be able to see e-voting page.
5. 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 or joining virtual meeting and e-voting during the meeting.

If you are not registered, follow the below steps

- a. Option to register is available at <https://eservices.nsdl.com>.
- b. Select “Register Online for IDeAS” Portal.
- c. Please follow steps given above in points 1-5.

Login Method

C. e-voting website of NSDL

1. Open web browser and type the following URL: <https://www.evoting.nsdl.com> / either on a personal computer or on a mobile phone.
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 need 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.
 4. After successful authentication, you will be redirected to NSDL website 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 or joining virtual meeting and e-voting during the meeting.
- D. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



For Individual Shareholders holding securities in dematerialized mode with CDSL

1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-voting page without any further authentication. The users who login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use the existing my easi username & password.
2. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from the e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.

For Individual Shareholders (holding securities in demat mode) login through their DPs

1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.
2. Once logged-in, you will be able to see the 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.
3. 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 or joining virtual meeting and e-voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Members facing any issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at +91 22 48867000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at evoting@cdslindia.com or contact at toll free no. 1800 21 09911

II) Login method for e-voting and joining virtual meeting 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 clicking the 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, Password/OTP and a verification code as shown on the screen.
4. Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login to NSDL e-services after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. 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 EVEN is 123456 and folio number is 001*** then User ID is 123456001***

6. 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 by NSDL. 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 e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the e-mail and open the attachment i.e. a .pdf file. Open that .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) In case you have not registered your e-mail address with the Company/Depository, please follow instructions mentioned below in this Notice.
7. 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.com mentioning your demat account number/folio number, PAN, name and registered address.
 - d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, home page of e-voting will open.

Details on Step 2 are given below:

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 and general meeting is in active status.
2. Select "EVEN" of Company, for which you wish to cast your vote during the remote e-voting period and casting your vote during the Annual General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

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 or 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 and you will receive a confirmation by way of a SMS on your registered mobile number.
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. 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 <https://www.evoting.nsdl.com> to reset the password.
2. In case of any queries related to e-voting, you may refer the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on +91 22 48867000 or send the request to Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com
3. Members may send a request to evoting@nsdl.com for procuring User ID and password for e-voting by providing demat account number/Folio number, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above.
4. The instructions for Members for e-voting on the day of the AGM are mentioned in point number 21(A).

(B) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER

1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> following the steps mentioned above for login to NSDL e-voting system. After successful login, you can see VC/OAVM link placed under Join meeting menu against the Company name. You are requested to click on VC/OAVM link placed under “Join Meeting” menu.

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 this Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM.
3. Members who need assistance before or during the meeting, can contact NSDL on evoting@nsdl.com or +91 22 48867000 or contact Amit Vishal, Deputy Vice President - NSDL at evoting@nsdl.com or Sanjeev Yadav, Assistant Manager - NSDL at sanjeevy@nsdl.com
4. **Registration as speaker shareholder:** Members 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 e-mail ID mentioning their name, DP ID and Client ID/Folio number, PAN, mobile

number at vijaycs@kcp.co.in from Monday, August 04, 2025 (9:00 a.m. IST) to Friday, August 08, 2025 (5:00 p.m. IST). 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.

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The results will be announced within the time stipulated under the applicable laws.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.kcp.co.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

For and on behalf of the Board of Directors

(Dr. V.L. Indira Dutt)

Chairperson & Managing Director

Place: Chennai

Date: 28th May, 2025

Annexure to the Notice

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item no. 4:

Appointment of Secretarial Auditor of the company.

Section 204 of the Companies Act, 2013 read with Regulation 24A of SEBI (LODR) Regulations, 2015 requires that, every listed entity and its material unlisted subsidiaries incorporated in India shall undertake a Secretarial Audit by a Secretarial Auditor who must be a Peer Reviewed Company Secretary. The Secretarial Audit Report, in the prescribed format, shall be annexed to the annual report of the listed entity.

The appointment of Secretarial Auditor to be done on the recommendation of the board of directors for a term not exceeding one consecutive term of five years and the appointment or re-appointment shall require approval from the shareholders at the Annual General Meeting (AGM).

The Board of Directors of the Company have recommended the appointment of Smt. Sobana Pranesh (FCS: 9825 and CP No.2403) a Company Secretary in practice as Secretarial Auditor of the company for a period of 5 years from the conclusion of this 84th Annual General Meeting to the conclusion of 89th Annual General Meeting of the company with a remuneration to be fixed by the Board of Directors on mutually agreed terms and conditions

Accordingly, consent of the Members is sought for passing the resolution as set out in item no. 4 of the Notice for appointment of Secretarial Auditor of the company.

None of the Directors, Key Managerial Personnel and their relatives thereof are, in any way, concerned or interested in the said resolution.

The Board accordingly recommends the resolution set out at item no. 4 of this Notice for your approval.

Item no. 5:

Ratification of the remuneration of the Cost Auditors

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad and M/s. S. Mahadevan & Co, Cost Accountants, Chennai, Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026 as per the following details:

Sl. No	Name of the Cost Auditor	Product	Audit fees
1.	M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad	Cement	Rs. 8,50,000/- plus tax as applicable and reimbursement of out-of-pocket expenses
2.	M/s. S. Mahadevan & Co, Cost Accountants, Chennai	Engineering	Rs.3,00,000/- plus tax as applicable and reimbursement of out-of-pocket expenses.

In terms of the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors must be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing the resolution as set out in item no. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2026.

None of the Directors, Key Managerial Personnel and their relatives thereof are, in any way, concerned or interested in the said resolution.

The Board accordingly recommends the resolution set out at item no. 5 of this Notice for your approval.

Item No. 6:

Approval of transactions with Related Parties:

The members of the Company at the 79th AGM of the Company held on 4th September, 2020 has approved the proposal for entering into transactions with the parties as detailed in table below from serial number (1) – (16) 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.

Though same of the proposed transactions as per resolution as set out in item no. 6 of this Notice would be in the ordinary course of business of the Company, the approval of the members of the Company is being sought as per the applicable provisions of the Act and SEBI Listing Regulations also for availing services as a measure of good corporate governance.

SL. No.	Name of the Relate Party	Nature of relationship	Nature of the transaction	(Rs. In crores)
1	KCP Vietnam Industries Limited	Subsidiary company	Sales and Services	5.00
2	Fives Cail KCP Limited	Joint Venture	Sale of goods and services	25.00
3	Fives Cail KCP Limited	Joint Venture	Purchase Lease Rentals	5.00 5.00
4	KCP Technologies Limited	Associate Company	Purchase	5.00
5	KCP Technologies Limited	Associate Company	Leasing of property	2.00
6	V R & Sons Private Limited	Associate Company	Leasing of property	2.00
7	Dr. V.L. Indira Dutt	Chairperson & Managing Director (CMD), Mother of Smt. V. Kavitha Dutt (JMD)	Lease Rentals	2.50
8	Smt. Uma. S. Vallabhaneni	Sister of CMD	Lease rentals	2.50

9	Smt.V. Rama Kumari	Sister of CMD	Lease rentals	2.50
10	Bala Tripurasundari Ammavaru Trust	CMD is Trustee	Lease rentals	2.50
11	Sri. V. Chandrakumar Prasad	Brother of CMD	Lease rentals	1.50
12	Smt. V. Kavitha Dutt	Joint Managing Director (JMD)	Lease rentals	1.50
13	V. Ramakrishna Charitable Trust	CMD and JMD are Trustees of the Trust	Lease Rentals	0.50
			CSR Contribution	2.00
14.	Kids Patsala Society	CMD and JMD are members of the Kids Patsala Society.	CSR Contribution	2.00
15.	V. Ramakrishna Higher Sec. School	CMD and JMD are members of the Society which manages the school.	Donation	2.00
			CSR Contribution	2.00
16.	KCP Vietnam Industries Transactions with Fives Cail KCP Limited.	Joint Venture of Holding Company the KCP Limited	Sales and Services	20.00

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 to an extent of Ac.1314.67 Cents in Muktyala and Dondapadu Villages by way of lease deeds executed by the company with the Lessors.

In terms of Clause 4(i) 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 the revised Lease agreements with the Lessors.

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

S. 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 V. Kavitha Dutt	47.21
2.	Sri. V. Chandrakumar Prasad	Brother of CMD	68.43
3.	Smt. Uma S. Vallabhaneni	Sister of CMD	63.86
4.	Smt. V. Rama Kumari	Sister of CMD	87.26
	Total		266.76

Board of Directors of the Company recommends the resolution for approval of Members as the above transactions are in the best interest of the company, if the company wants to acquire lands for mining, they typically must purchase the land, and then start mining limestone for use in the Cement Units. Often the land contributes significantly to the overall cost of the project and substantially increases the upfront development costs, with these leasehold agreements the company can drastically reduce its overall and upfront project costs in future.

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

In order to have sustained availability of quality raw materials, avail quantitative benefits for sale of certain of its products, services and in the best interest of the Company the said transactions are proposed for approval of the shareholders.

Except Dr. V.L. Indira Dutt, Chairperson & Managing Director, Smt. V. Kavitha Dutt, Joint Managing Director, Sri. Ravi Chitturi, Technical Director and Sri. V. Chandra Kumar Prasad, Non – executive 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.

The Board accordingly recommends the resolution set out at item no. 6 of this Notice for your approval.

Item No. 7:

Alteration of Objects clause of Memorandum of Association of the company:

The company proposes to undertake the business of development of properties, townships and other infrastructure facilities in Macherla, Muktyala and other areas where company has vacant lands and other properties.

To enable the company to commence the aforesaid business, it is proposed to amend the objects Clause of the Memorandum of Association of the company, by the insertion of sub-clause 29 to 41 after the existing sub-clause 28 as stated in the resolution in the annexed notice.

As per Section 13 of the Companies Act, 2013, any alteration to the Object Clause of the Memorandum of Association of the Company requires approval of the Members by passing Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives thereof are, in any way, concerned or interested in the said resolution.

The Board accordingly recommends the resolution set out at item no. 7 of this Notice for your approval.

For and on behalf of the Board of Directors

(Dr. V.L. Indira Dutt)

Chairperson & Managing Director

Place: Chennai

Date: 28th May, 2025

ANNEXURE

(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
DIN	00139274
Date of Birth and Age	17/05/1971 (54 Years)
Qualifications	BBA (International Business) from Cedar Crest College, Allentown, Pennsylvania, USA. PGDHRM from New York University.
Experience and expertise in specific functional area	She has over 20 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
Shareholding in the Company as on date of Notice	13,60,000
Terms and conditions of appointment	As per the terms of Resolution proposed for 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.
Number of Meetings of the Board attended during FY 2024-2025 as on date of Notice	4/4 meetings attended during the year 2024-2025.
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of The KCP Limited	1. Chairperson of Risk Management Committee. 2. Member of Audit Committee, CSR Committee, Finance Committee, Investment Committees of the Company.
Other Companies in which she is a Director	1. DCM Shriram Industries Ltd, 2. Apollo Hospital Enterprises Limited, 3. Bharat Biotech International Limited, 4. Centum Electronics Limited, 5. ABI Showatech (India) Private Limited, 6. Apollo Healthco Limited, 7. V. Ramakrishna Sons Private Limited, 8. KCP Vietnam Industries Limited,
Chairperson/ Member-ship of the Statutory Committee(s) of Board of Directors of other companies in which she is a Director	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