



Ref: KCP: CS : BSE : RB : 16-17 : 121171

January 12, 2017

National Stock Exchange of India Limited (NSE)
Scrip : KCP
BandraKurla Complex,
Bandra (E)
Mumbai-400 051

Bombay Stock Exchange Ltd (BSE)
Scrip - 590066
Floor No.25, P J Towers
Dalal Street,
Mumbai 400 001

Fax : (022) 2272 2061 / 2272 2041

Dear Sir,

Sub: Submission of Results of Postal Ballot

Ref: Regulation 44(3) of the SEBI (LODR) Regulations, 2015

We are enclosing herewith the Postal Ballot Results as per the format prescribed by you. This is for your information and records.

Thanking You,

Yours faithfully,
For THE KCP LIMITED

Y. VIJAYAKUMAR
COMPANY SECRETARY &
COMPLIANCE OFFICER.

Encl : 1. Postal Ballot Results as per SEBI Format.
2. Postal Ballot Results signed by Chairman.
3. Scrutinizer's Report.

THE KCP LIMITED

Registered Office: Ramakrishna Buildings, 2, Dr. P. V. Cherian Crescent, Egmore, Chennai 600 008, INDIA
Phone: + 91-44-6677 2600 Fax: + 91-44-6677 2620 E-mail: corporate@kcp.co.in
www.kcp.co.in

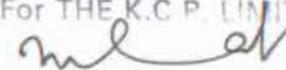
CIN : L65991TN1941PLC001128

DETAILS OF VOTING RESULTS

AS PER REGULATION 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of Declaration of Voting Result of Postal Ballot	12th January 2017
Cut Off Date	25 th November, 2016
Total Number of Shareholders as on Cut off date	19107
<u>Number of Shareholders who cased their votes:</u>	
1. Promoters and Promoter Group	21
2. Public	19086
Resolution required	Special
Summary of Resolutions	<p>Approval for Resolution 1: Appointment of Dr. V.L. Dutt as Executive Chairman of the Company and fixing his remuneration (Special Resolution).</p> <p>Resolution 2: Appointment of Smt. V.L. Indira Dutt as Managing Director of the Company and fixing her remuneration (Special Resolution).</p> <p>Resolution 3: Appointment of Smt. Kavitha Dutt Chitturi Joint Managing Director of the Company and fixing her remuneration (Special Resolution).</p> <p>Resolution 4: Re-Appointment of Sri. V. Gandhi as Technical Director of the Company and fixing his remuneration (Special Resolution).</p>
Whether Promoter / Promoter Group are interested in the agenda / resolution :	No.

For THE K.C.P. LIMITED



COMPANY SECRETARY

THE KCP LIMITED- COMBINED VOTING SUMMARY
POSTAL BALLOT 2016

RESOLUTION	CATEGORY	MODE OF VOTINGS	NO.OF SHARE HELD	NO.OF VOTES POLLED	%OF VOTES POLLED	NO.OF VOTES IN FAVOUR	NO.OF VOTES AGAINST	%OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED
			[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
1	PROMOTER & PROMOTER GROUP	E-VOTING	59117406	51290264	86.760	51290264	0	100.000	0.000
1	PROMOTER & PROMOTER GROUP	POSTAL BALLOT	59117406	7783087	13.165	7783087	0	100.000	0.000
1	INSTITUTIONS	E-VOTING	8543068	6970125	81.588	6970125	0	100.000	0.000
1	INSTITUTIONS	POSTAL BALLOT	8543068	0	0.000	0	0	0.000	0.000
1	PUBLIC	E-VOTING	61260686	1577796	2.576	1575832	1964	99.876	0.124
1	PUBLIC	POSTAL BALLOT	61260686	1638189	2.674	1601741	36448	97.775	2.225
2	PROMOTER & PROMOTER GROUP	E-VOTING	59117406	51290264	86.760	51290264	0	100.000	0.000
2	PROMOTER & PROMOTER GROUP	POSTAL BALLOT	59117406	7783087	13.165	7783087	0	100.000	0.000
2	INSTITUTIONS	E-VOTING	8543068	6970125	81.588	6970125	0	100.000	0.000
2	INSTITUTIONS	POSTAL BALLOT	8543068	0	0.000	0	0	0.000	0.000
2	PUBLIC	E-VOTING	61260686	1577796	2.576	1575643	2153	99.864	0.136
2	PUBLIC	POSTAL BALLOT	61260686	1618929	2.643	1581890	37039	97.712	2.288
3	PROMOTER & PROMOTER GROUP	E-VOTING	59117406	51290264	86.760	51290264	0	100.000	0.000
3	PROMOTER & PROMOTER GROUP	POSTAL BALLOT	59117406	7783087	13.165	7783087	0	100.000	0.000
3	INSTITUTIONS	E-VOTING	8543068	6970125	81.588	6970125	0	100.000	0.000
3	INSTITUTIONS	POSTAL BALLOT	8543068	0	0.000	0	0	0.000	0.000
3	PUBLIC	E-VOTING	61260686	1577468	2.575	1574705	2763	99.825	0.175
3	PUBLIC	POSTAL BALLOT	61260686	1617809	2.641	1575515	42294	97.386	2.614
4	PROMOTER & PROMOTER GROUP	E-VOTING	59117406	51290264	86.760	51290264	0	100.000	0.000
4	PROMOTER & PROMOTER GROUP	POSTAL BALLOT	59117406	7783087	13.165	7783087	0	100.000	0.000
4	INSTITUTIONS	E-VOTING	8543068	6970125	81.588	6970125	0	100.000	0.000
4	INSTITUTIONS	POSTAL BALLOT	8543068	0	0.000	0	0	0.000	0.000
4	PUBLIC	E-VOTING	61260686	1577796	2.576	1572933	4863	99.692	0.308
4	PUBLIC	POSTAL BALLOT	61260686	1594869	2.603	1557560	37309	97.661	2.339

The Special Resolutions has been approved by the shareholders with requisite majority.

For THE K.C.P. LIMITED



COMPANY SECRETARY



RESULTS OF POSTAL BALLOT

1941-2016

The Board of Directors of the Company as decided in their meeting held on 14th November 2016, sought the consent of the Shareholders by way of Postal Ballot under Section 110 of the Companies Act, 2013 pursuant to Sections 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013, for the Special resolutions with respect to following business:

- 1) Appointment of Dr. V.L. Dutt as Executive Chairman of the Company and fixing his remuneration (Special Resolution)
- 2) Appointment of Smt. V.L. Indira Dutt as Managing Director of the Company and fixing her remuneration (Special Resolution)
- 3) Appointment of Smt. Kavitha Dutt Chitturi, Joint Managing Director of the Company and fixing her remuneration (Special Resolution).
- 4) Re-Appointment of Sri. V. Gandhi as Technical Director of the Company and fixing his remuneration (Special Resolution).

The Last date for the receipt of the postal ballot forms, duly completed from the shareholders was Friday, the 6th January 2017.

Sri. R. Balasubramaniam, Practising Company Secretary, the Scrutinizer appointed by the Board has submitted his report on the postal ballot. I am pleased to announce the results on the basis of the report submitted by the Scrutinizer as under:

Resolution No. 1

Appointment of Dr. V. L. Dutt (DIN: 00143013) as Executive Chairman of the Company for a period of 3 (three) years with effect from 1st July 2017.

S.No	Particulars	E-voting		Postal ballot forms		Total	
		Nos	No of shares	Nos	No of shares	Nos	No of shares
1.	Total votes cast.	112	5,98,38,185	487	94,50,652	599	6,92,88,837
2.	Less Invalid votes	0	0	34	29,376	34	29,376
3.	Net valid votes	112	5,98,38,185	453	94,21,276	565	6,92,59,461
4.	Total votes favoring the resolution.	106	5,98,36,221	435	93,84,828	541	6,92,21,049
5.	Total votes against the resolution.	6	1,964	18	36448	24	38,412

% of votes in favor of the resolution : 99.94%
% of votes against the resolution : 0.06%

THE KCP LIMITED

Registered Office: Ramakrishna Buildings, 2, Dr. P. V. Cherian Crescent, Egmore, Chennai 600 008. INDIA
Phone: + 91-44-6677 2600 Fax: + 91-44-6677 2620 E-mail: corporate@kcp.co.in
www.kcp.co.in

THE **k c p** LIMITED

Resolution No. 2

Appointment of Smt. V. L. Indira Dutt (DIN: 00139883) as Managing Director of the Company for a period of 3 (three) years with effect from 1st July 2017.

S.No	Particulars	E-voting		Postal ballot forms		Total	
		Nos	No of shares	Nos	No of shares	Nos	No of shares
1.	Total votes cast.	112	5,98,38,185	487	94,50,652	599	6,92,88,837
2.	Less Invalid votes	0	0	37	48,636	37	48,636
3.	Net valid votes	112	5,98,38,185	450	94,02,016	562	6,92,40,201
4.	Total votes favoring the resolution.	104	5,98,36,032	428	93,64,977	532	6,92,01,009
5.	Total votes against the resolution.	8	2153	22	37,039	30	39,192

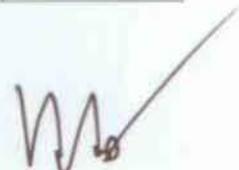
% of votes in favor of the resolution : 99.94%
 % of votes against the resolution : 0.06%

Resolution No. 3

Appointment of Smt. Kavitha Dutt Chitturi (DIN: 00139274) as Joint Managing Director of the Company for a period of 3 (three) years with effect from 1st July 2017.

S.No	Particulars	E-voting		Postal ballot forms		Total	
		Nos	No of shares	Nos	No of shares	Nos	No of shares
1.	Total votes cast.	110	5,98,37,857	487	94,50,652	597	6,92,88,509
2.	Less Invalid votes	0	0	38	49,756	38	49,756
3.	Net valid votes	110	5,98,37,857	449	94,00,896	559	6,92,38,753
4.	Total votes favoring the resolution.	102	5,98,35,094	425	93,58,602	527	6,91,93,696
5.	Total votes against the resolution.	8	2,763	24	42,294	32	45,057

% of votes in favor of the resolution : 99.93%
 % of votes against the resolution : 0.07%



Resolution No. 4

Re-appointment of Sri. V. Gandhi (DIN: 00140320) as Technical Director of the Company for a period of 3 (three) years with effect from 25th January 2017.

S.No	Particulars	E-voting		Postal ballot forms		Total	
		Nos	No of shares	Nos	No of shares	Nos	No of shares
1.	Total votes cast.	112	5,98,38,185	487	94,50,652	599	6,92,88,837
2.	Less Invalid votes	0	0	39	72,696	39	72,696
3.	Net valid votes	112	5,98,38,185	448	93,77,956	560	6,92,16,141
4.	Total votes favoring the resolution.	101	5,98,33,322	425	93,40,647	526	6,91,73,969
5.	Total votes against the resolution.	11	4,863	23	37,309	34	42,172

% of votes in favor of the resolution : 99.94%

% of votes against the resolution : 0.06%

Accordingly, Four Special Resolutions as set out in the Notice dated 14th November 2016 were passed by the Shareholders with requisite majority.

Place: Chennai
Date: 12-01-2017

For The K.C.P. LIMITED,



DR. V.L. DUTT

CHAIRMAN AND MANAGING DIRECTOR

R. BALASUBRAMANIAM
B.A., B.L., F.C.S
Company Law Consultant
Email id: balu_comsec@yahoo.com
Contact No: 044 - 26269826

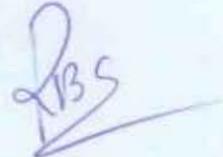
"J", Block, Second Street,
Door No 27, Flat No A2,
Anna Nagar East,
Chennai- 600102

SCRUTINIZER'S REPORT

To
The Chairman
M/s. THE KCP LIMITED
No 2, Dr P V Cherian Crescent,
Egmore, Chennai - 600 008

Dear Sir,

- 1) The Board of Directors of your Company at its meeting held on 14/11/2016 has appointed me as a Scrutinizer for conducting the postal ballot voting on the Special Resolutions as set out in the Notice dated 14/11/2016 pursuant to section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.
- 2) I submit my report as under:
 - (i) The company has completed on 07/12/2016 the dispatch of postal ballot forms along with postage prepaid business reply envelopes to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 25/11/2016.
 - (ii) The members of the Company as on the "cut-off" date i.e. Friday, 25TH November 2016 were entitled to vote on the resolutions through physical postal ballot forms or E-Voting platform provided by National Securities Depository Limited (NSDL).
 - (iii) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
 - (iv) The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
 - (v) The ballot box was opened on 09/01/2017 after the closing hours in my presence and the votes cast through e-voting were unblocked after the completion of E-voting process at 5.00 P.M. on Friday the 6th day of January 2017 in the presence of 2 witnesses, Mr. Balu Sridhar & Mr. Pankaj Mehta, who are not in the employment of Company.
 - (vi) The votes cast through postal ballot forms and e-voting platform were scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company / list of beneficiaries as on 25/11/2016.



(vii) All postal ballot forms received upto the close of working hours on 06/01/2017, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.

(viii) 9 Envelopes containing postal ballot forms received after closing hours on 06/01/2017 were not considered.

(ix) Envelopes containing postal ballot forms returned undelivered aggregated 1 to 1577 (One thousand and five hundred seventy seven only) vide serial number 1 TO 1577 These envelopes were also not opened and they are separately kept.

(x) I did not find any defaced or mutilated ballot paper.

3) The summary of votes cast through e-voting & postal ballot forms is given below:

Resolution No. 1

Appointment of Dr. V. L. Dutt (DIN: 00143013) as Executive Chairman of the Company for a period of 3 (three) years with effect from 1st July 2017.

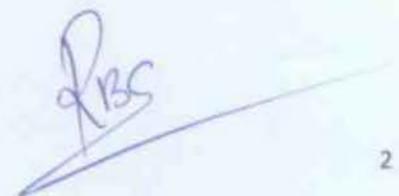
S.No	Particulars	E-voting		Postal ballot forms		Total	
		Nos	No of shares	Nos	No of shares	Nos	No of shares
1.	Total votes cast.	112	5,98,38,185	487	94,50,652	599	6,92,88,837
2.	Less Invalid votes	0	0	34	29,376	34	29,376
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5.	Total votes against the resolution.	6	1,964	18	36448	24	38,412

% of votes in favor of the resolution : 99.94%

% of votes against the resolution : 0.06%

Resolution No. 2

Appointment of Smt. V. L. Indira Dutt (DIN: 00139883) as Managing Director of the Company for a period of 3 (three) years with effect from 1st July 2017.



S.No	Particulars	E-voting		Postal ballot forms		Total	
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5.	Total votes against the resolution.	8	2153	22	37,039	30	39,192

% of votes in favor of the resolution : 99.94%
 % of votes against the resolution : 0.06%

Resolution No. 3

Appointment of Smt. Kavitha Dutt Chitturi (DIN: 00139274) as Joint Managing Director of the Company for a period of 3 (three) years with effect from 1st July 2017.

S.No	Particulars	E-voting		Postal ballot forms		Total	
		Nos	No of shares	Nos	No of shares	Nos	No of shares
1.	Total votes cast.	110	5,98,37,857	487	94,50,652	597	6,92,88,509
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3.	Net valid votes	110	5,98,37,857	449	94,00,896	559	6,92,38,753
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5.	Total votes against the resolution.	8	2,763	24	42,294	32	45,057

% of votes in favor of the resolution : 99.93%
 % of votes against the resolution : 0.07%

Resolution No. 4

Re-appointment of Sri. V. Gandhi (DIN: 00140320) as Technical Director of the Company for a period of 3 (three) years with effect from 25th January 2017.

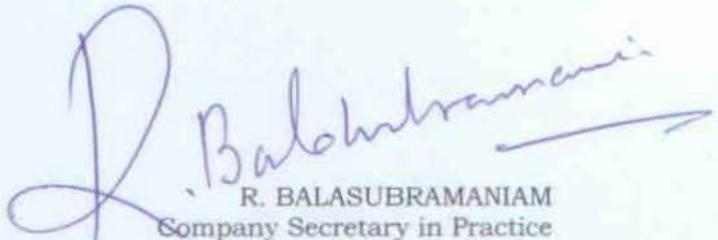
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		Nos	No of shares	Nos	No of shares	Nos	No of shares
1.	Total votes cast.	112	5,98,38,185	487	94,50,652	599	6,92,88,837
2.	Less Invalid votes	0	0	39	72,696	39	72,696
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5.	Total votes against the resolution.	11	4,863	23	37,309	34	42,172

% of votes in favor of the resolution : 99.94%

% of votes against the resolution : 0.06%

- 4) I have handed over the postal ballot forms and other related papers / registers and records for safe custody to the Director authorized by the Board to supervise the postal ballot process.
- 5) You may accordingly declare the result of the voting by Postal ballot.

Thanking you,


R. BALASUBRAMANIAM
Company Secretary in Practice
C.P. No. 1340

Place: Chennai
Date: 11/01/2017